

EXHIBIT B

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
OCTOBER 1, 2004 - DECEMBER 31, 2004

MATTER CODE	PROJECT CATEGORY	HOURS	TOTAL FEES
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	73.7	\$ 36,440.50
0013	Business Operations	1.7	907.50
0014	Case Administration	60.8	19,220.50
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	8.4	2,820.00
0017	Committee, Creditors', Noteholders', or Equity Holders'	229.3	104,505.00
0018	Fee Application, Applicant	64.6	20,253.00
0019	Creditor Inquiries	13.4	7,870.00
0020	Fee Application, Others	8.7	1,861.50
0021	Employee Benefits, Pension	2.0	1,185.00
0022	Environmental Matters/Regulations/Litigation	7.4	3,885.00
0031	Investigations	44.0	18,202.00
0034	Litigation and Litigation Consulting	10.7	3,332.50
0035	Travel - Non Working	14.1	8,022.50
0036	Plan and Disclosure Statement	703.6	380,271.50
0037	Hearings	24.9	15,813.50
0040	Employee Applications - Others	4.9	2,587.50
0041	Relief from Stay Proceedings	11.1	4,066.50
0047	Tax Issues	49.1	25,900.50
	TOTAL	1,332.4	\$ 657,144.50
	LESS 50% TRAVEL	(7.1)	(4,011.30)
	TOTAL	1,325.3	\$ 653,133.20

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u> ¹;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline:
December 23, 2004 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP (“Stroock”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the Forty-Third Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Reimbursement of Expenses for the services rendered during the period October 1, 2004 through October 31, 2004, seeking compensation in the amount of \$200,155.50, reimbursement for actual and necessary expenses in the amount of \$1,368.18, and reimbursement for Navigant in the amount of \$24,659.00.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **December 23, 2004 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale,

399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755) and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000); and (vii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801

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(fax number 302-573-6497); and (viii) the Fee Auditor, to Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1275, Dallas, TX 75201, Attn: Stephen L. Bossay.

Dated: December 3, 2004
Wilmington, DE

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski
Michael R. Lastowski, Esq. (DE I.D. No. 3892)
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and

Lewis Kruger, Esquire
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, New York 10038-4982
Telephone: (212) 806-5400
Facsimile: (212) 806-6006
E-mail: lkruger@Stroock.com

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u>;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline:
December 23, 2004 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

**FORTY-THIRD MONTHLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	October 1, 2004 – October 31, 2004
Amount of Compensation sought as actual, reasonable and necessary:	\$200,155.50 (80% - \$160,124.40)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$1,368.18 (Stroock) \$24,659.00 (Navigant August)

This is an: ☒ interim ☐ final application

The total time expended for the preparation of the Forty First and Forty Second Monthly Fee Statements and the Fourteenth Quarterly Fee Application is approximately 35.4 hours and the corresponding compensation requested is approximately \$12,744.00.

Attachment A**Monthly Interim Fee Applications**

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13

October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40

October 14, 2004 D.I 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
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WR GRACE & CO
ATTACHMENT B
OCTOBER 1, 2004 - OCTOBER 31, 2004

				No. of Years
	Hours	Rate	Amount	In Position
Partners				
Greenberg, Mayer	8.3	\$ 575	\$ 4,772.50	6
Kruger, Lewis	18.1	750	13,575.00	34
Pasquale, Kenneth	33.2	575	19,090.00	5
Speiser, Mark	46.7	695	32,456.50	17
Wintner, Mark	1.0	660	660.00	23
Associates				
Eichler, Mark	9.9	480	4,752.00	6
Keppler, Abbey	1.0	525	525.00	17
Krieger, Arlene	166.4	525	87,360.00	20
McEachern Mary E	8.7	395	3,436.50	5
Strauss, Joseph E.	37.2	445	16,554.00	7
Thomison, Jessamy K.	34.5	260	8,970.00	1
Wildes, Denise	0.4	525	210.00	14
Paraprofessionals				
Caskadon, Alexandra	28.2	195	5,499.00	2
Crooks, Harris	0.3	180	54.00	6
Defreitas, Vaughn	15.3	130	1,989.00	16
Fuchs, Jacqueline	0.3	180	54.00	1
Kaufman, Eric	0.5	180	90.00	6
Mohamed, David	0.3	130	39.00	15
Peters, Angelina	0.6	115	69.00	4
TOTAL	410.9		\$ 200,155.50	

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
OCTOBER 1, 2004 - OCTOBER 31, 2004

MATTER CODE	PROJECT CATEGORY	HOURS	TOTAL FEES
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	44.7	\$ 20,853.00
0013	Business Operations	0.3	172.50
0014	Case Administration	25.5	6,621.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	0.7	367.50
0017	Committee, Creditors', Noteholders', or Equity Holders'	37.7	19,896.50
0018	Fee Application, Applicant	35.4	12,744.00
0019	Creditor Inquiries	3.5	2,192.50
0020	Fee Application, Others	1.8	351.00
0021	Employee Benefits, Pension	2.0	1,185.00
0031	Investigations	4.5	2,340.00
0034	Litigation and Litigation Consulting	10.2	3,045.00
0035	Travel - Non Working	2.0	1,150.00
0036	Plan and Disclosure Statement	207.2	112,470.50
0037	Hearings	4.3	2,278.50
0041	Relief from Stay Proceedings	8.1	2,424.00
0047	Tax Issues	23.0	12,064.50
	TOTAL	410.9	\$ 200,155.50

STROOCK

INVOICE

DATE	December 2, 2004
INVOICE NO.	336845
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through October 31, 2004, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
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DATE	DESCRIPTION	NAME	HOURS
10/01/2004	United States Trustee's response to asbestos firm's motion to amend the Court's Rule 2019 order (.1).	Krieger, A.	0.1
10/01/2004	Review memo from A. Krieger regarding telephone hearing on Scotts Company for Stay of the Road Actions and the Court's ruling (.3); review memo regarding Honeywell settlement (.3); office conference with A. Krieger regarding same (.1); review of memo to Committee (.1).	Kruger, L.	0.8
10/04/2004	Office conference DW and LK re: October 6, 2004 hearing on motion to amend Judge Fitzgerald's amendatory order on Rule 2019 (.2); attend to objection by Federal Insurance to Baron & Budd's motion (.1).	Krieger, A.	0.3
10/04/2004	Review UST response regarding Baron & Budd 2019 motion.	Kruger, L.	0.2
10/05/2004	Assigning descriptions to documents regarding	Fuchs, J.	0.3

STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI

180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM
SSL-DOCS1 1519901v1

DATE	DESCRIPTION	NAME	HOURS
	Mark Peterson.		
10/05/2004	Attend to Federal Insurance objection to Baron & Budd Rule 2019 motion (.3).	Krieger, A.	0.3
10/06/2004	Conf. w/ K. Pasquale re: ZAI summary judgment hearing.	Strauss, J.	0.3
10/07/2004	Office conference M. McEachern re: continued hearing on Scotts Company motion for TRO, and attend to bank group information for the coverage of same (.9); attend to correspondence requesting cancellation of the hearing (.1); exchanged memo with W. Sudell re: hearing status and agreement reached between the parties (.2); memo to M. McEachern re: advice re: hearing (.1).	Krieger, A.	1.3
10/07/2004	Reviewed ZAI materials in preparation for hearing.	Strauss, J.	2.2
10/08/2004	Attend to Judge Fullam's order (.3).	Krieger, A.	0.3
10/08/2004	Attend to telephone call Tiffany Cobb (Vorys Saten) re: Webber plaintiffs agreement to continue state court action for 4 months and corresponding adjournment of Judge Fitzgerald's hearing (.1).	Krieger, A.	0.1
10/08/2004	Preparation for ZAI hearing; completed review of ZAI memos.	Strauss, J.	1.4
10/11/2004	Review of revised POR (.8); review memo to Committee regarding revised plan draft (.2).	Kruger, L.	1.0
10/15/2004	Attention to October 7 Charkarian decision (Montana Vermiculite) (.3).	Pasquale, K.	0.3
10/15/2004	Preparation for ZAI hearing, reviewing pleadings filed by Unsecured Creditors Committee.	Strauss, J.	2.6
10/17/2004	Travel to Pittsburgh for ZAI hearing.	Strauss, J.	4.0
10/18/2004	Attend to Judge Fitzgerald's 10/07/04 decision and exchanged memoranda with W. Katchen re: same (.5); memorandum to LK, KP re: continuance of Scotts Company motion to stay the Rand Action (.3).	Krieger, A.	0.8

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180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM
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DATE	DESCRIPTION	NAME	HOURS
10/18/2004	Attendance at ZAI science trial hearing.	Strauss, J.	13.2
10/19/2004	Memo from KP re: ZAI hearings (.1).	Krieger, A.	0.1
10/19/2004	Drafting memorandum to client re: ZAI Science Trial.	Strauss, J.	10.7
10/20/2004	Attend to memorandum re: ZAI hearings (.7).	Krieger, A.	0.7
10/20/2004	Edits to ZAI memo, conference call with client.	Strauss, J.	2.8
10/21/2004	Attend to asbestos pleadings in another case implicating claims against general unsecured creditors (.7).	Krieger, A.	0.7
10/25/2004	Attend to proposed consent order re: Scotts motion for a temporary stay of the Rand action, and Debtors' objection to the proposed order.	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Fuchs, Jacqueline	0.3	\$ 180	\$ 54.00
Krieger, Arlene	4.9	525	2,572.50
Kruger, Lewis	2.0	750	1,500.00
Pasquale, Kenneth	0.3	575	172.50
Strauss, Joseph E.	37.2	445	16,554.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 20,853.00
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TOTAL FOR THIS MATTER	\$ 20,853.00
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RE	Business Operations 699843 0013
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DATE	DESCRIPTION	NAME	HOURS
10/28/2004	Telephone conference D. Siegel re: pending Montana issue (.3).	Pasquale, K.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Pasquale, Kenneth	0.3	\$ 575	\$ 172.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 172.50
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TOTAL FOR THIS MATTER	\$ 172.50
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RE	Case Administration 699843 0014
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DATE	DESCRIPTION	NAME	HOURS
10/01/2004	Researched docketed pleadings and distribute same re: Monthly Application for Compensation for services rendered and reimbursement of expenses as consultants to the Official Committee of asbestos property damage claimants; Statement of the United States Trustee Regarding Motions of Baron & Budd & Silber Pearlman Pursuant To Bankruptcy Rule 9023 to Alter Or Amend (a) Amendatory Order Requiring filing of Statements; Thirty-Sixth Monthly Fee Application of Kramer Levin Naftalis & Frankel LLP, Counsel to the Official Committee of Equity Holders, for Compensation and Reimbursement of Disbursements.	Defreitas, V.	0.4
10/04/2004	Attended to docketed pleadings and distribute same re: Response to - Opposition of Federal Insurance Company to Motion of Baron & Budd and Silber Pearlman to Alter or Amend Amendatory Order Requiring Filing of Statements; Certificate of No Objection Regarding Docket No. 6366; Certificate of No Objection Regarding Docket No. 6367; Notice of Agenda of Matters Scheduled for Hearing The hearing will be held in Pittsburgh, PA.; Certificate of No Objection Regarding Fee Application (Docket No. 6331); Response to (Joinder of Campbell, Cherry, Harrison, Davis & Dove PC in the Motion of Baron & Budd and Silber Pearlman Pursuant to Bankruptcy Rule 9023, to Alter or Amend Order Requiring Filing of Statements.	Defreitas, V.	0.7
10/04/2004	Memoranda to S. Blatnick re: request extension on time to respond to COLI, Honeywell matters (.1); memo to V. Defreitas re: request for Rule 2019 related pleading cited to in the Federal Insurance Objection (.1); attend to	Krieger, A.	0.5

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DATE	DESCRIPTION	NAME	HOURS
	numerous orders, other pleadings docketed this date (.3).		
10/05/2004	Attended to various documents to assign categories for addition to central database.	Defreitas, V.	2.7
10/06/2004	Exchanged memoranda with plan working group re: Committee conference call to discuss the plan (.2); attend to numerous newly docketed pleadings (.4).	Krieger, A.	0.6
10/07/2004	Attended to docketed pleadings and distribute same re: Certificate of No Objection Regarding Docket No. 6336; Monthly Operating Report for Filing Period August 2004; Certificate of No Objection Regarding the Monthly Fee Application; Certificate of No Objection Regarding the Monthly Fee Application; Certificate of No Objection Regarding the Monthly Fee Application; Certificate of No Objection Regarding the Monthly Fee Application; Certificate of No Objection for Twenty-Second Monthly Fee Application of PricewaterhouseCoopers LLP; Town of Acton's Motion For Relief From The Automatic Stay And For Related Determinations; Notice of Agenda of Matters Scheduled for Hearing on October 18, 2004; Certificate of No Objection to August 2004 Monthly Invoice Re: Docket No. 6342.	Defreitas, V.	1.1
10/07/2004	Attend to recently filed pleadings (.4); attend to agenda notice of ZAI hearings and memorandum to KP re: same (.1).	Krieger, A.	0.5
10/08/2004	Researched docketed pleadings and distribute same re: Motion to Appear pro hac vice of Thomas O. Bean of Nutter McClennan & Fish LLP; Motion to Appear pro hac vice of Eric P. Magnuson of Nutter McClennan & Fish LLP; Motion to Assume/Reject Debtors' Motion for Entry of an Order Authorizing the Debtors to Assume and Assign a Lease and Sublease for Certain Real Property in York; Certificate of No Objection re: Thirtieth Fee Application of Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein; Certificate of No Objection re: Thirty-Fourth Fee Application of Casner & Edwards, LLP; Certificate of No Objection re:	Defreitas, V.	0.8

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DATE	DESCRIPTION	NAME	HOURS
	Fee Application of Woodcock Washburn; Certificate of No Objection re: Fee Application of Kirkland & Ellis for July 2004.		
10/08/2004	Review email regarding Frist response to Daschle (.2).	Kruger, L.	0.2
10/11/2004	Researched docketed pleadings and distribute same re: Certificate of No Objection re Debtors' Objection to Certain Claims Filed by the Massachusetts Department of Environmental Protection ; Certificate of No Objection re: Motion of the Debtors for an Order Extending Time to Assume, Assume and Assign, or Reject Unexpired Leases of Non-Residential Real Property; Certificate of No Objection re: Debtors' Motion for the Entry of An Order For Authorization to (i) Enter Into a Settlement Agreement with the Internal Revenue Service With Respect to Certain Interest Deductions for Certain COLI Policies, (ii) Pay Amounts Due Pursuant to the Settlement Agreement, and (iii) Terminate the COLI Policies; Certificate of No Objection re Motion for the Entry of an Order Authorizing the Debtors to Acquire Flexia Corporation's Synthetic, Roof-Underlayment Business; Certificate of No Objection re: Debtors' Motion for an Order Approving a Settlement Agreement with Honeywell International, Inc.	Defreitas, V.	0.6
10/11/2004	Exchanged memoranda with AC re: Committee call on 10/13/04 (.2).	Krieger, A.	0.2
10/11/2004	Attend to filing-Grace (.6).	Krieger, A.	0.6
10/12/2004	Attended to docketed pleadings and distribute same re: Certification of Counsel re Proposed Form of Order in Connection with Motion for Leave to File a Late Proof of Claim Filed by Intercat, Inc; Certification of Counsel re Proposed Form of Order in Connection with Debtors' Motion for an Order Approving a Settlement Agreement with Honeywell International, Inc.; Statement of Professionals' Compensation from April 2, 2001 through September 30, 2004; Notice of Withdrawal of Proof of Claim Number 664 Filed by David Austern; Notice of Appearance and Request for	Defreitas, V.	0.6

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DATE	DESCRIPTION	NAME	HOURS
	Notices and Papers Filed by Ancel Abadie.		
10/12/2004	Attend to newly docketed certifications, applications and recent orders of the court (.6).	Krieger, A.	0.6
10/13/2004	Set up conference call (.1); email A. Krieger re: Caskadon, A. same (.1).	Caskadon, A.	0.2
10/13/2004	Researched docketed pleadings and distribute same re: Transcript Hearing Held 9/30/04; Order Extending Time to Assume, Assume and Assign, or Reject Unexpired Leases of Nonresidential Real Property; Order Authorizing the Debtors to Enter Into a Settlement Agreement With the Internal Revenue Service in Connection With Interest Deductions Claimed With Respect to Corporate Owened Life Insurance; Order Authorizing the Debtors to Acquire Certain Assets From Flexia Corporation; Order Approving a Settlement Agreement With Honeywell International, Inc.; Certificate of No Objection re: Fortieth Fee Application of Pitney Hardin; Certificate of Mailing re: Notice of Defective Transfer of Claim for Docket Number 6585, Filed by Bankruptcy Management Corporation.	Defreitas, V.	0.8
10/14/2004	Researched docketed pleadings and distribute same re: Notice of Address Change of The Hogan Firm, f/k/a Daniel K. Hogan, Attorney at Law Filed by Baron & Budd, P.C., and Silber Pearlman, LLP, Brayton Purcell, Campbell; Certificate of No Objection Thirty-First Monthly Fee Application of Duane Morris LLP; Certificate of No Objection Forty-First Fee Application of Stroock Stroock & Lavan LLP; Order Granting Motion for Admission pro hac vice of Eric P. Magnuson.; Order Granting Motion for Admission pro hac vice of Thomas O. Bean.; Certificate of Mailing re Notice of Defective Transfer of Claim per Docket Number 6594; Debtors' Motion for Entry of an Order Extending the Time Within Which the Debtors Must File a Chapter 11 Plan; Debtors' Motion for Leave from this Court's November 25, 2003 Scheduling Order and to Shorten Notice Period of Debtors' Motion for Entry of an Order Extending the	Defreitas, V.	1.1

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DATE	DESCRIPTION	NAME	HOURS
	Time Within Which the Debtors Must File a Chapter 11 Plan.		
10/15/2004	Various o/c re: international dial-in for conference call.	Caskadon, A.	0.2
10/15/2004	Attend to international conference call information for Committee member and office conferences AC re: same (.3); exchanged memoranda with Committee member re: same (.1).	Krieger, A.	0.4
10/18/2004	Memo to V. Defreitas re: employee benefits related agreements (.1); attend to several press releases and articles issued today (.2).	Krieger, A.	0.3
10/18/2004	Telephone call with M. Sole regarding DE Shaw as ex-officio member of Committee (.3); telephone call with T. Maher regarding same (.2); office conference with K. Pasquale regarding same and conflict issues (.2).	Kruger, L.	0.7
10/18/2004	Obtained recently filed documents (.6)	Peters, A.	0.6
10/19/2004	Attended to docketed pleadings and distribute same re: Certificate of No Objection Regarding Docket No. 6484; Certificate of No Objection re: Steptoe & Johnson Fee Application for May 2004; Certificate of No Objection re: Steptoe & Johnson Fee Application for June 2004; Notice of Adjourned/Rescheduled Hearing Amended Notice of Motion for Town of Acton's Motion For Relief From The Automatic Stay And For Related Determinations (re: Docket No. #6557) Filed by Town of Acton, Massachusetts; Certificate of No Objection re: Sixth Fee Application of Goodwin Procter LLP; Certificate of No Objection re: Seventh Fee Application of Goodwin Procter LLP for July 2004; Certificate of No Objection re: Fortieth Fee Application of Wallace King et al. for July 2004; Certificate of No Objection re: Fee Application of Nelson Mullins Riley & Scarborough LLP for August 2004; Certificate of No Objection re Fortieth Fee Application of Pachulski Stang et al. for July 2004.	Defreitas, V.	1.2
10/20/2004	Set up Committee conference call (.2); email A. Krieger re: same (.1).	Caskadon, A.	0.3

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DATE	DESCRIPTION	NAME	HOURS
10/20/2004	Researched docketed pleadings and distribute same re: Objection of Elliott International, L.P. to Debtors' Motion for Entry of an Order Extending the Time Within Which the Debtors Must File a Chapter 11 Plan; Motion for Leave /Debtors' Motion For Leave From This Court's November 25, 2003 Scheduling Order To Have The Debtors' Emergency Motion For An Interim Order Limiting Certain Transfers Of Equity Interests; Debtors' Emergency Motion For Entry Of An Interim Order Pursuant To Sections 105(A), 362(A)(3) And 541 Of The Bankruptcy Code (A) Limiting Certain Transfers Of Equity Securities Of The Debtors And (B) Approving Related Notice Procedures; Status Report Debtors' Thirteenth Quarterly Report of Settlements from July 1, 2004 through September 30, 2004 in Accordance With That Certain Amended Order Authorizing and Approving an Omnibus Procedure for Settling Certain Claims and Causes of Action Brought By or Against the Debtors in a Judicial, Administrative, Arbitral or Other Action or Proceeding; Status Report Debtors' Thirteenth Quarterly Report of Asset Sales from July 1, 2004 through September 30, 2004 in Accordance With That Certain Order Establishing Procedures for the Sale or Abandonment of De Minimis Assets; Statement Future Claimants' Representative's Statement in Support of Debtors' Motion to Extend Time Within Which the Debtors Must File a Chapter 11 Plan.	Defreitas, V.	0.6
10/20/2004	Memorandum to KP re: agenda notice for 10/25/04 hearings (.1); office conference AC re: conference call for 10/21/04 with Grace (.1); exchanged memoranda with Grace representatives, Committee plan working group re: 10/21/04 conference call (.2).	Krieger, A.	0.4
10/20/2004	Attention to retrieval of credit agreements re: WR Grace for attorney review (.3).	Mohamed, D.	0.3
10/21/2004	Attended to docketed pleadings and distribute same re: Statement Future Claimants' Representative's Statement in Support of Debtors' Motion to Extend Time Within Which	Defreitas, V.	1.0

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DATE	DESCRIPTION	NAME	HOURS
	the Debtors Must File a Chapter 11 Plan; Status Report Debtors' Thirteenth Quarterly Report of Asset Sales from July 1, 2004 through September 30, 2004 in Accordance With That Certain Order Establishing Procedures for the Sale or Abandonment of De Minimis Assets; Status Report Debtors' Thirteenth Quarterly Report of Settlements from July 1, 2004 through September 30, 2004 in Accordance With That Certain Amended Order Authorizing and Approving an Omnibus Procedure for Settling Certain Claims and Causes of Action Brought By or Against the Debtors in a Judicial, Administrative, Arbitral or Other Action or Proceeding; Debtors' Emergency Motion For Entry Of An Interim Order Pursuant To Sections 105(A), 362(A)(3) And 541 Of The Bankruptcy Code (A) Limiting Certain Transfers Of Equity Securities; Debtors' Motion For Leave From This Court's November 25, 2003 Scheduling Order To Have The Debtors' Emergency Motion For An Interim Order Limiting Certain Transfers Of Equity Interests; Objection of Elliott International, L.P. to Debtors' Motion for Entry of an Order Extending the Time Within Which the Debtors Must File a Chapter 11 Plan; Order Granting Motion for Admission pro hac vice of Roger Frankel, Esquire; Richard H. Wyron, Esquire; Jonathan P. Guy, Esquire; and Matthew W. Cheney, Esquire; Order Granting Motion for Leave to Have Emergency Motion for Interim Order Limiting Certain Transfers of Equity Interests Heard During the Debtors' October 25, 2004, Omnibus Hearing; Amended Notice of Agenda of Matters Scheduled for Hearing Filed by W.R. GRACE & CO.		
10/22/2004	Researched docketed pleadings and distribute same re: Joinder of Official Committee of Asbestos Property Damage Claimants to Motion to Extend Time Within Which the Debtors Must File a Chapter 11 Plan; Certificate of No Objection Regarding Docket No. 6294; Certificate of No Objection Regarding Docket No. 6295; Certificate of No Objection Regarding Docket No. 6494; Certificate of No Objection Regarding Docket No. 6495; Certificate of No Objection	Defreitas, V.	1.1

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DATE	DESCRIPTION	NAME	HOURS
	Regarding Docket No. 6518; Notice of Removal of Appearance Filed by Quadrangle Group LLC; Certificate of No Objection re: Notice of Settlement Between the Debtors and Coudert Brothers LLP; Certificate of No Objection re: Settlement Notice Between the Debtors and Missouri Department of Natural Resources; Application to Employ Debtors' Application for Entry of an Order Pursuant to 11 U.S.C. Sections 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a), 2016 and 5002 Authorizing the Employment and Retention of Deloitte Tax LLP.		
10/22/2004	Attend to amended agenda notice (.1); memorandum to V. Defreitas re: additional pleadings filed and to be heard on 10/24/04 hearing (.1); attend to recently docketed pleadings (.4).	Krieger, A.	0.6
10/25/2004	Attended to docketed pleadings and distribute same re: Rule 2019 Statement Verified Statement Pursuant to Fed. R. Bankr. 2019 of Skadden, Arps Slate Meagher & Flom LLP; Certificate of No Objection - Corrected Certificate of No Objection Regarding Docket No. 6495; Order Denying Motion of Intercat, Inc. for Leave to File Late Proof of Claim; Revised Order Requiring the Filing of Statements; Rule 2019 Statement of Morris, Nichols, Arsht & Tunnell in response to the court's amendatory order; Rule 2019 Statement of McDermott Will & Emery LLP in response; Certificate of No Objection Regarding the August 2004 Fee Application for Compensation; Certificate of No Objection Regarding the August 2004 Fee Application for Compensation; Certificate of No Objection Regarding the August 2004 Fee Application for Compensation.	Defreitas, V.	1.1
10/25/2004	Telephone conference creditor re: Grace hearing inquiry (.1); office conferences AC re: Fee Auditor's initial report on SSL's interim application (.2); attend to revised Rule 2019 order issued by Judge Fitzgerald (.2).	Krieger, A.	0.5
10/26/2004	Attended to recently docketed pleadings and distribute same re: Certificate of No Objection	Defreitas, V.	1.5

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DATE	DESCRIPTION	NAME	HOURS
	re: Fifteenth Fee Application of Deloitte & Touche for April 2004; Certificate of No Objection re: Sixteenth Fee Application of Deloitte & Touche for May 2004; Certificate of No Objection re: Seventeenth Fee Application of Deloitte & Touche for June 2004; Rule 2019 Statement Exhibits; Order Further Extending the Time Within Which the Debtors Must File a Chapter 11 Plan; Order Approving a Settlement Agreement With Honeywell International Inc.; Order Granting the Relief Sought in Debtors' Third Omnibus Objection to Claims; Order Granting the Relief Sought in Debtors' Fourth Omnibus Objection to Claims; Order Granting the Relief Sought in Debtors' Sixth Omnibus Objection to Claims; Order Granting the Relief Sought in Debtors' Fifth Omnibus Objection to Claims; Interim Order (A) Limiting Certain Transfers of Equity Securities of the Debtors and (B) Approving Related Notice Procedures.; Order (THIRD) Granting the Relief Sought in Debtors' First Omnibus Objection to Claims; Certificate of No Objection regarding Seventh Interim Application of Capstone Corporate Recovery, LLC; Response to Objection to Certain Claims filed by Massachusetts Department of Environmental Protection.		
10/26/2004	Attend to response to Fee Auditor's initial report on 13th Quarterly fee application (.4); attend to recently filed pleadings, responses and orders (.8); office conferences RS, AC are electronic filing notification problems (.2).	Krieger, A.	1.4
10/27/2004	Various emails, o/c A. Krieger and local counsel re: notification in Grace.	Caskadon, A.	0.6
10/28/2004	Various o/c re: electronic notification in Grace.	Caskadon, A.	0.4
10/29/2004	Attend to recently docketed pleadings (.1).	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	1.7	\$ 195	\$ 331.50
Defreitas, Vaughn	15.3	130	1,989.00

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	6.7	525	3,517.50
Kruger, Lewis	0.9	750	675.00
Mohamed, David	0.3	130	39.00
Peters, Angelina	0.6	115	69.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 6,621.00	
TOTAL FOR THIS MATTER		\$ 6,621.00	

RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015
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DATE	DESCRIPTION	NAME	HOURS
10/12/2004	Attend to Debtors' objection to the proof of claim filed by the Massachusetts Department of Environmental Energy (.6).	Krieger, A.	0.6
10/27/2004	Exchanged memoranda with J. Baer re: Acton motion and Debtors' objection thereto (.1).	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.7	\$ 525	\$ 367.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 367.50	

TOTAL FOR THIS MATTER	\$ 367.50
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RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
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DATE	DESCRIPTION	NAME	HOURS
10/01/2004	Attend to Committee memorandum re: Tri-Flex sales extension of time with respect to unexpired leases (1.4); attend to Committee memorandum re: COLI motion (2.6).	Krieger, A.	4.0
10/04/2004	Attend to memorandum to the Committee re: Tri-Flex acquisition and other matters (.1); memo to T. Maher re: above (.1); exchanged memoranda with S. Joffe re: COLI memorandum for the Committee (.3); memorandum from M. Greenberg re: comments to the Committee memorandum on COLI motion (.2); office conference LK re: distribution of the plan to the Committee (.3); memorandum to the Committee re: draft plan (.2); exchanged memoranda with members of the Committee re: plan (.3); attend to memorandum to the Committee re: Honeywell motion and incorporating Capstone information and Wallace King information (2.1); office conference M. Eichler re: comments to the memorandum to the Committee discussing the COLI motion (.3); attend to revised proposed memorandum to the Committee re: COLI motion (.5); memoranda to Committee re: plan-related advice (.2).	Krieger, A.	4.6
10/05/2004	Memorandum to Committee member re: plan (.1); memoranda for the Committee re: plan-related documents (.2); attend to revisions to the COLI memorandum (.3); memorandum to T. Maher re: COLI motion (.1); memorandum to the Committee re: COLI motion (.2); attend to memorandum to the Committee re: Honeywell motion (.8).	Krieger, A.	1.7
10/06/2004	Attend to preparing memorandum to the Committee re: Honeywell matter (2.4); telephone conference C. Troyer re: above (.1);	Krieger, A.	3.7

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DATE	DESCRIPTION	NAME	HOURS
	office conference KP re: Committee memorandum on Honeywell (.1); memorandum to the Committee re: conference call to discuss the plan (.2); exchanged numerous memoranda with Committee members re: plan call (.4); office conference LK re: Honeywell matter (.1); telephone conference T. Maher re: Honeywell matter and call to discuss the plan (.4).		
10/07/2004	Attend to memoranda with the members of the Committee re: call to discuss the plan (.6); attend to memoranda to the Committee re: plan conference call (.3).	Krieger, A.	0.9
10/08/2004	Review selected provisions of plan and case law in preparation for Committee call (.7); office conferences LK re: plan related matters (.2); conference call meeting of the Committee re: draft plan(.8); follow-up telephone conference Committee member re: plan (.2); attend to memorandum to the Committee re: Judge Fullam's order (.1).	Krieger, A.	2.0
10/11/2004	Memorandum to the Committee re: revised plan draft and asbestos PI-SE Trust Distribution procedures (.3).	Krieger, A.	0.3
10/12/2004	Memorandum to the Committee re Committee conference call on 10/13/04 (.2); exchanged memoranda with Committee members re same (.1).	Krieger, A.	0.3
10/13/2004	Conference call meeting of the Committee re: Debtors' plan (.7); telephone conference R. Douglas re: plan (.2).	Krieger, A.	0.9
10/13/2004	Office conference with A. Krieger, K. Pasquale and telephone conference with Committee regarding POR, status of disclosure document and strategy (.3).	Kruger, L.	0.3
10/13/2004	Conference call with Committee re: proposed plan (.3).	Pasquale, K.	0.3
10/14/2004	Attend to memoranda to the Committee re: drafts of certain plan documents (.3); memorandum from T. Maher re: disclosure	Krieger, A.	0.5

DATE	DESCRIPTION	NAME	HOURS
	statement (.1); memorandum to plan working group re: T. Maher comments (.1).		
10/15/2004	Attend to memorandum to the Committee re: plan discussions and delay in filing same (1.3); office conference LK re: draft memorandum (.1); e-mail from KP re: draft memorandum (.1); revise memorandum and forward same to the Committee (.2).	Krieger, A.	1.7
10/18/2004	Office conference LK re: bank debt holder's request to become an ex-officio member of Committee (.2); memo to LK, KP re: same (.1); attend to memorandum to the Committee re: modifications to the plan discussed with Debtors' counsel (.8); attend to confidentiality agreement for bank debt holder (.8); memoranda to the Committee re: requested plan modifications (.1).	Krieger, A.	2.0
10/19/2004	Attend to confidentiality agreement for bank debt holder (2.1); memoranda to R. Douglas re: same (.1); office conferences KP re: same (.3); prepare Commonality of Interest Agreement and By-Laws acknowledgement for potential use by bank debt holder (.6); office conference LK re: agreement for bank debt holder re: Committee-related documentation (.3); exchanged memoranda with R. Douglas re: inquiry re: the 3% interest rate (.1); memo to the plan working group re: same (.1).	Krieger, A.	3.6
10/19/2004	Attention to confidentiality agreement for bank debt holder (.4).	Pasquale, K.	0.4
10/20/2004	Attend to memorandum to the Committee re: plan scenario outline (.1); attend to conference call meeting of the Committee re: plan treatment, Creditor request for ex-officio status, ZAI hearings (1.0); follow up office conference re: plan working group (.3); exchanged memoranda with R. Douglas re: Confidentiality Agreement for bank debt holder (.1).	Krieger, A.	1.5
10/20/2004	Creditors' Committee conference call re: plan issues, ZAI (1.5).	Pasquale, K.	1.5
10/21/2004	Attend to memorandum to the Committee re:	Krieger, A.	1.4

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DATE	DESCRIPTION	NAME	HOURS
	Elliott objection and Committee position on extension motion (1.2); exchanged memoranda with T. Maher re: bank debt holders (.1); memo to KP re: bank debt holders (.1).		
10/25/2004	Attend to memorandum to the Committee re: advice regarding court ruling on Debtors' motion extending plan filing date (.1).	Krieger, A.	0.1
10/26/2004	Exchanged memorandum with KP re Committee conference call and agenda (.1); memorandum to the Committee re October 27, 2004 conference call (.1); memoranda from members of the Committee re conference call (.1).	Krieger, A.	0.3
10/27/2004	Arlene Krieger - Public filing information on shareholders of W. R. Grace.	Crooks, H.	0.3
10/27/2004	Office conference MAS, KP re: plan negotiations (.1); conference call meeting of the Committee re: 10/25/04 hearings and plan negotiations (.4); follow up office conference KP, MAS re: plan negotiations (.2); attend to equity-related information request from the Committee (1.3); office conferences H. Crooks re: public filing information (.3); prepare memorandum to the Committee re: equity-related information (.6); office conference EH re: appointment of equity committee (.1).	Krieger, A.	3.0
10/27/2004	Conference call with Committee re: plan negotiations (.6).	Pasquale, K.	0.6
10/28/2004	Attend to memorandum to the Committee re: equity holdings (1.3).	Krieger, A.	1.3
10/29/2004	Office conference J. Thomison re: Committee memorandum re: Town of Acton matter (.2); attend to memorandum to the Committee re: grand jury investigation (.3).	Krieger, A.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Crooks, Harris	0.3	\$ 180	\$ 54.00
Krieger, Arlene	34.3	525	18,007.50

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Kruger, Lewis	0.3	750	225.00
Pasquale, Kenneth	2.8	575	1,610.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 19,896.50
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TOTAL FOR THIS MATTER	\$ 19,896.50
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RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
10/05/2004	Review September bill.	Caskadon, A.	0.9
10/07/2004	Office conference AC re: September fee application (.1).	Krieger, A.	0.1
10/08/2004	Attend to review of September time detail (.9).	Krieger, A.	0.9
10/10/2004	Attended to September fee detail (.6).	Krieger, A.	0.6
10/11/2004	Review September bill per A. Krieger changes.	Caskadon, A.	0.8
10/11/2004	Attend to time detail for September 2004 application (.3).	Krieger, A.	0.3
10/12/2004	Pull together monthly fee statements in preparation for quarterly fee app.	Caskadon, A.	0.4
10/12/2004	Attend to July time detail for preparation of Quarterly fee application (.8).	Krieger, A.	0.8
10/13/2004	Review September fee statement per accounting changes.	Caskadon, A.	0.9
10/14/2004	Review CNO for September fee statement for filing (.1); prepare and serve September fee statement (2.1).	Caskadon, A.	2.2
10/20/2004	Revisions to 14th quarterly fee application (1.8); o/c A. Krieger re: same (.2); research re: disbursements (.2).	Caskadon, A.	2.2
10/21/2004	Attend to July, August time detail for preparation of 14th Quarterly Fee application (2.4).	Krieger, A.	2.4
10/22/2004	Prepare and research re: Grace 14th quarterly fee application.	Caskadon, A.	2.3
10/22/2004	Office conference AC re: preparation of Quarterly fee application (.1); continue to attend to fee detail for preparation of 14th	Krieger, A.	0.6

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DATE	DESCRIPTION	NAME	HOURS	
	Quarterly (.5).			
10/25/2004	Research re: fee auditor's 13th report (2.2); preparation of 14th quarterly fee application (1.4).	Caskadon, A.	3.6	
10/25/2004	Attend to review of September 2004 fee detail for preparation of 14th Quarterly application (1.5); office conference AC re: expense back up to be reviewed (.2).	Krieger, A.	1.7	
10/26/2004	Exchanged memoranda with AC re expense backup for SSL Quarterly application (.1).	Krieger, A.	0.1	
10/27/2004	Draft quarterly (2.6); emails A. Krieger re: same (.2).	Caskadon, A.	2.8	
10/27/2004	Attend to drafting 14 Quarterly fee applications.	Krieger, A.	1.8	
10/28/2004	Attend to preparation of SSL's 14th Quarterly fee application (4.8); memoranda to AC re: Navigant invoices (.1).	Krieger, A.	4.7	
10/29/2004	Preparation of 14th quarterly fee app and research re: same per A. Krieger.	Caskadon, A.	1.6	
10/29/2004	Attend to draft of SSL's 14th quarterly fee application (3.4); office conference AC re: expense backup (.3).	Krieger, A.	3.7	
SUMMARY OF HOURS		HOURS	RATE	TOTAL
Caskadon, Alexandra		17.7	\$ 195	\$ 3,451.50
Krieger, Arlene		17.7	525	9,292.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 12,744.00	
TOTAL FOR THIS MATTER			\$ 12,744.00	

RE	Creditor Inquiries 699843 0019
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DATE	DESCRIPTION	NAME	HOURS
10/12/2004	Telephone conference bank debt holder re: status of plan filing and ZAI hearings (.1); telephone conference creditor re: status of ZAI, plan (.1).	Krieger, A.	0.2
10/15/2004	Telephone calls with various Creditors regarding Grace motion to extend plan filing and status (.9).	Kruger, L.	0.8
10/19/2004	Telephone calls with Creditors regarding Grace's announcement (.6).	Kruger, L.	0.6
10/20/2004	Telephone conference creditor re: ZAI hearings (.2).	Krieger, A.	0.2
10/21/2004	Telephone conference creditor re: ZAI litigation.	Krieger, A.	0.2
10/26/2004	Multiple telephone conferences with Creditors re: omnibus hearing (.8).	Pasquale, K.	0.8
10/28/2004	Telephone conference creditor re: bank debt accrual (.2).	Krieger, A.	0.2
10/29/2004	Telephone conferences creditor re: cessation of trading and press release (.2); telephone conference with another creditor re: same (.2); memo to KP, MAS re: above (.1).	Krieger, A.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	1.3	\$ 525	\$ 682.50
Kruger, Lewis	1.4	750	1,050.00
Pasquale, Kenneth	0.8	575	460.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,192.50	
TOTAL FOR THIS MATTER		\$ 2,192.50	

RE	Fee Application, Others 699843 0020
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DATE	DESCRIPTION	NAME	HOURS
10/04/2004	Prepare Notice, and certificate of service and serve Capstone August fee statement.	Caskadon, A.	1.8

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	1.8	\$ 195	\$ 351.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 351.00
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TOTAL FOR THIS MATTER	\$ 351.00
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RE	Employee Benefits, Pension 699843 0021
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DATE	DESCRIPTION	NAME	HOURS
10/07/2004	Review motion re: COLI insurance.	Keppler, A.	1.0
10/18/2004	Review draft disclosure statement and Plan of Reorganization.	Wintner, M.	1.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Keppler, Abbey	1.0	\$ 525	\$ 525.00
Wintner, Mark	1.0	660	660.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,185.00
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TOTAL FOR THIS MATTER	\$ 1,185.00
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RE	Expenses 699843 0024	
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 0.00
MATTER DISBURSEMENT SUMMARY		
Outside Messenger Service		\$ 155.57
Meals		62.84
Local Transportation		320.17
Long Distance Telephone		114.76
Duplicating Costs-in House		143.70
Miscellaneous		20.00
In House Messenger Service		33.57
Travel Expenses - Transportation		232.60
Travel Expenses - Lodging		231.14
Travel Expenses - Meals		11.83
Word Processing - Logit		42.00
TOTAL DISBURSEMENTS/CHARGES		\$ 1,368.18
TOTAL FOR THIS MATTER		\$ 1,368.18

RE	Investigations 699843 0031
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DATE	DESCRIPTION	NAME	HOURS
10/29/2004	K. Pasquale - Research news on WR Grace Criminal Investigation. Set up news watches.	Kaufman, E.	0.5
10/29/2004	Exchanged memoranda with KP and office conference KP re: grand jury investigation of Grace and several current and former employees (.6); attend to target letters and related subpoenas (.1); office conference J. Thomison re: research assignments with regard to this matter (.3).	Krieger, A.	1.0
10/29/2004	Drafted emails to Committee re: grand jury issues (.5); telephone conference D. Siegel/Grace re: same (.2); attention to issues underlying grand jury investigation (1.5); telephone conference Grace's criminal counsel with Joel Cohen re: same (.2); telephone conferences Committee members re: grand jury issues (.6).	Pasquale, K.	3.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Kaufman, Eric	0.5	\$ 180	\$ 90.00
Krieger, Arlene	1.0	525	525.00
Pasquale, Kenneth	3.0	575	1,725.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 2,340.00
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TOTAL FOR THIS MATTER	\$ 2,340.00
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RE	Litigation and Litigation Consulting 699843 0034
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DATE	DESCRIPTION	NAME	HOURS
10/01/2004	Project per A. Krieger re: research of Wallace King fees and expenses (4.1); o/c A. Krieger re: same (.2); o/c R. Serrette re: same (.3).	Caskadon, A.	4.6
10/01/2004	Memo to LK, KP W. Katchen re: Honeywell settlement and outstanding information (.5); office conference LK re: above (.1); office conference KP re: fee issue (.1); attend to review of WK Compensation applications (1.0); office conference AC re: project on fees, expenses for evaluating aspect of Honeywell settlement (.3); exchanged memoranda with C. Troyer re: Honeywell information and COLI inquiry (.3).	Krieger, A.	2.3
10/04/2004	Wallace King fees research project per A. Krieger.	Caskadon, A.	2.4
10/04/2004	Office conferences AC re: schedule of requested information on Honeywell (.2); attend to Capstone analysis re: Honeywell transaction (.1); attend to Wallace King information (.2).	Krieger, A.	0.5
10/06/2004	Attend to Wallace King retention Order (.1).	Krieger, A.	0.1
10/07/2004	Exchanged memoranda with C. Troyer re: detail from Grace on the Honeywell matter (.1); attend to schedule of fees and expenses (.1).	Krieger, A.	0.2
10/18/2004	Memorandum from S. Blatnick re: revisions to Honeywell order (.1).	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	7.0	\$ 195	\$ 1,365.00

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	3.2	525	1,680.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 3,045.00
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TOTAL FOR THIS MATTER	\$ 3,045.00
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RE	Travel - Non Working 699843 0035
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DATE	DESCRIPTION	NAME	HOURS
10/25/2004	Travel attendant to court hearing (2.0)	Pasquale, K.	2.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Pasquale, Kenneth	2.0	\$ 575	\$ 1,150.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,150.00
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TOTAL FOR THIS MATTER	\$ 1,150.00
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RE	Plan and Disclosure Statement 699843 0036
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DATE	DESCRIPTION	NAME	HOURS
10/01/2004	Office conference LK re: status of the Grace plan and disclosure statement (.1); memorandum from D. Siegel re: plan distribution (.1).	Krieger, A.	0.2
10/03/2004	Attend to review of the Grace plan (6.0); memoranda to plan working group re: above (.2).	Krieger, A.	6.2
10/04/2004	Attend to review of the Grace plan (.9); office conference LK re: above; memoranda to E. Ordway, other Capstone professionals re: draft plan (.1); telephone conference J. Baer re: plan-related matters including ancillary documents to be filed on October 14, 2004 (.3); office conference LK re: substance of conversation with J. Baer, plan provisions (.4); telephone conference C. Troyer re: plan terms (.4).	Krieger, A.	2.1
10/05/2004	Attend to outline of outstanding plan-related questions (5.2); exchanged memoranda with J. Baer re: ancillary plan documents (.2); memorandum to LK, MS re: same (.1).	Krieger, A.	5.5
10/05/2004	Reviewed WR Grace plan and work on issues raised (2.6); office conference with A. Krieger re: plan (.1); memo to and from A. Krieger re: status of disclosure statement and other plan-related documents (.1).	Speiser, M.	2.8
10/06/2004	Office conference M. Speiser re: plan provisions (1.0); attend to outline of plan questions (1.6); memorandum to and then telephone conference L. Sinanyan re: conference call to discuss plan comments (.2); extended conference calls with Bennet Spiegel, L. Sinanyan re: plan provisions (1.3).	Krieger, A.	4.1
10/06/2004	Review reorganization plan (2.2); office conference with A. Krieger regarding POR (.3).	Kruger, L.	2.5

DATE	DESCRIPTION	NAME	HOURS
10/06/2004	Attention to draft POR from litigation perspective (2.4); attention to draft memo re: Honeywell and telephone conference A. Krieger re: same (.3).	Pasquale, K.	2.7
10/06/2004	Comments to plan and conference with A. Krieger re: comments to plan.	Speiser, M.	2.0
10/07/2004	Prepare issues memo for Committee plan call (.8); prepare marked plan reflecting discussion with Debtors' counsel, outstanding issues and other comments (2.1); telephone call and memorandum W. Katchen re: plan terms (.2).	Krieger, A.	3.1
10/07/2004	Review Daschle letter to Frist (.2); POR review (.8); review memo regarding issues in plan (.3).	Kruger, L.	1.3
10/08/2004	Attend to plan modifications and exchange of e-mails and telephone conference L. Sinanyan (K&E) re: plan modifications (1.6).	Krieger, A.	1.6
10/10/2004	Attend to revised draft plan (2.7); memo to KP, MAS re: above and comments to Debtors' counsel (.2).	Krieger, A.	2.9
10/10/2004	Received and reviewed memo from A. Krieger re: revised plan and related documents.	Speiser, M.	1.0
10/11/2004	Attend PI-SE TDP draft (1.2); telephone conference C. Troyer re: revised plan provisions (.2); attend to revised plan comments (.8); attend to memorandum from local counsel re: relevant Third Circuit Law (.2); extended office conference MAS re: plan comments (1.0); exchanged memoranda with and telephone conference L. Sinanyan re: plan comments, revisions (1.1).	Krieger, A.	4.5
10/11/2004	Attention to Debtors' revised draft plan (litigation components) (1.8); attention to draft TDP (.5).	Pasquale, K.	2.3
10/11/2004	Reviewed revised plan of reorganization and Asbestos Trust document and work on issues raised (2.2); office conference A. Krieger re: same (1.0).	Speiser, M.	3.2
10/12/2004	Office conference LK re: plan terms (.1); office	Krieger, A.	4.5

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DATE	DESCRIPTION	NAME	HOURS
	conference MAS re: substance of conversation with Debtors' counsel (.3); attend to memorandum to the plan working group (1.1); attend to review of applicable case law (3.0).		
10/12/2004	Office conference with A. Krieger regarding Grace's response to our proposed plan changes and preparation for Committee call (.3).	Kruger, L.	0.3
10/12/2004	Office conferences A. Krieger re: plan and disclosure statement issues (.3); work on plan issues raised by Debtors (.3); response to Committee comments (.2); memo from A. Krieger (.2).	Speiser, M.	1.0
10/13/2004	Attend to review of 10/13/04 plan draft and glossary draft (3.9); telephone conferences C. Troyer re: same (.6); extended office conference MAS re: plan comments (1.1); exchanged memoranda with L. Sinanyan re: plan terms and disclosure statement status (.2).	Krieger, A.	5.8
10/13/2004	Reviewed revised plan documents (1.8); office conference A. Krieger and reviewed status of plan and comments to plan (1.0); conference call with Creditors' Committee re: plan status (.3); work on issues raised by plan (.9).	Speiser, M.	4.0
10/14/2004	Exchanged memoranda with L. Sinanyan re: plan documentation (.2); review comments for call with Debtors' counsel re: plan comments (.5); telephone conference L. Sinanyan re: plan comments (.6); attend to review of disclosure statement draft (3.7); telephone conference R. Douglas re: plan issues (.5); attend to WRG Trust Agreement (.8); exchanged memoranda with Mark Wintner re: certain plan terms (.2).	Krieger, A.	6.5
10/14/2004	Office conference with A. Krieger regarding disclosure statement (.3) email to T. Maher regarding disclosure document (.3); read POR and disclosure document (2.2); review asbestos trust agreement (.4).	Kruger, L.	3.2
10/14/2004	Attention to Debtors' draft disclosure statement (2.2).	Pasquale, K.	2.2
10/14/2004	Revised disclosure statement; work on issues raised by Debtors plan proposal (2.7); memo	Speiser, M.	2.8

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DATE	DESCRIPTION	NAME	HOURS
	from A. Krieger (.1).		
10/15/2004	Exchanged telephone conferences and memoranda with KP, LK re: Debtors motion to extend their time to file a plan and message from Tom Maher re: same (.4); telephone conference R. Douglas re: same (.1); office conference LK, KP and conference call David Siegel re: events leading to delay of plan filing (.8); conference call Tom Maher re: same and then conference C. Troyer re: same (.6); telephone conferences R. Douglas re: plan issues (.1); telephone conference C. Troyer re: analysis of allocations under discussion (.5); attend to memorandum to plan working group re: above (.1); conferences MW re: plan issues and proposed treatment of employee benefit programs and management (.2); attend to review of management compensation material (.8); exchanged memoranda with M. Lastowski re: plan filing delay (.2); further exchange of memoranda with C. Troyer re: Debtors' enterprise valuation analysis (.2); attend to further review of disclosure statement (.6); memo to M. Wintner re: plan and employee-related matters (.2).	Krieger, A.	4.8
10/15/2004	Office conference with K. Pasquale regarding Grace's motion to extend plan filing (.2); office conference with K. Pasquale, A. Krieger and telephone call with D. Siegel at Grace regarding filed motion, asbestos negotiations and status of unsecured creditors treatment (.8); telephone call with T. Maher regarding negotiations and his telephone calls with Management and then conference call with C. Troyer (.8); review email to Committee regarding status (.3).	Kruger, L.	2.1
10/15/2004	Attention to Debtors motion to extend plan filing, including internal discussions re: same (1.5); telephone conferences D. Siegel/Grace re: same (.6); telephone conference T. Maher, Capstone re: same (.4); attention to possible consensual plan permutations (.8); telephone conferences with various holders re: Debtors' motion to extend (.8).	Pasquale, K.	4.1
10/15/2004	Conference call with LK, AGK, KP and D.	Speiser, M.	2.6

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DATE	DESCRIPTION	NAME	HOURS
	Siegel of WR Grace (1.0); received and reviewed motion for extension of time to file a plan (.5); work on plan issues (.5); received and reviewed memos re: plan issues (.6).		
10/17/2004	Attend to review of employee-related materials (3.2).	Krieger, A.	3.2
10/18/2004	Memoranda to MG, ME re: tax-related matters in the plan, Disclosure Statement (.2); attend to S. Joffe memorandum re: information from E. Filon (.1); extended telephone call R. Douglas re: discussed plan, Disclosure Statement (1.2); office conference M. Eichler re: lonely parent advice and impact on Company and plan and notes thereon (.5); office conference MAS re: plan issues (.4); exchanged memoranda with C. Troyer re: Disclosure Statement analysis (.1); telephone conference C. Troyer re: plan analysis and review of related documentation (.8); exchanged memoranda with M. Greenberg re: Disclosure Statement (.1).	Krieger, A.	3.4
10/18/2004	Attention to potential plan/settlement issues (.6).	Pasquale, K.	0.6
10/18/2004	Memo from A. Krieger (.1); work on plan issues re: rights of unsecured creditors where Debtor solvent (1.1).	Speiser, M.	1.2
10/19/2004	Attend to review of Capstone analysis (.3); telephone conference C. Troyer re: analysis (.5) conference call with plan working group to discuss plan analysis (.9); case law review re: treatment of unsecured creditors of a solvent Debtor (1.4).	Krieger, A.	3.1
10/19/2004	Exchanged memoranda with plan Working Group re: conference call to discuss Capstone analysis (.3).	Krieger, A.	0.3
10/19/2004	Telephone call with D. Siegel regarding Grace's analysis of POR and review of same with Company (.3).	Kruger, L.	0.3
10/19/2004	Conference call with Capstone re: plan recovery issues (.4).	Pasquale, K.	0.4
10/19/2004	Received and reviewed Capstone materials	Speiser, M.	1.7

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DATE	DESCRIPTION	NAME	HOURS
	(.5); conference call with L. Kruger, A. Krieger, K. Pasquale and Capstone (.6); work on plan issues re: unsecured creditor treatment (.5); memos from A. Krieger and K. Pasquale (.1).		
10/20/2004	Office conferences KP re: review of credit agreement terms and case law re: unsecured creditors right to post-petition interest, default interest, and interest on interest (.4); exchanged memoranda with and telephone calls with C. Troyer re: Capstone plan analysis and requested modification thereto (.6); exchanged memoranda with M. Wintner re: stock options (.1); attend to review of pre-petition credit facilities (1.1); attend to review of Dow Corning case (.5); office conference LK re: conference call with Grace (.1); attend to review of plan scenario outline (.4); memorandum to the plan working group re: plan scenario outline (.2); attend to conference call with Grace representatives re: plan outline (.6); follow-up office conference re: plan group (.2); exchanged e-mails and then office conference J. Thomison re: case law review requested (.4); exchanged memoranda with D. Siegel re: conference call with asbestos claim representatives and term sheet (.2); memo to plan working group re: term sheet (.1).	Krieger, A.	4.9
10/20/2004	Review of Capstone's analysis of proposed deal with unsecured and asbestos claimants (.4); telephone call with C. Troyer regarding same (.2); telephone call with D. Siegel and R. Tarola regarding analysis of proposed plan (.2); review Debtors analysis of POR and telephone call with D. Siegel, R. Tarola, P. Zilly, K. Pasquale, A. Krieger and C. Troyer reviewing Debtors POR analysis (.7); review memo regarding ZAI hearing (.3); review of POR scenario (.3); office conference with A. Krieger and K. Pasquale regarding POR issues (.2); telephone conference with Committee regarding plan issues and ZAI (1.5).	Kruger, L.	3.8
10/20/2004	Attention to plan structure issues re: accrued interest, including research re: same (2.5); conference call with Debtors re: purposed	Pasquale, K.	3.1

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DATE	DESCRIPTION	NAME	HOURS
	settlement (.6).		
10/20/2004	Received and reviewed memo re: ZAI hearing (.2); received and reviewed settlement proposal and work on issues raised by interest assumptions and office conferences A. Krieger and K. Pasquale re: same (2.2); conference call with Grace Committee (1.0); and conference with AGK, KP and LK.	Speiser, M.	3.4
10/20/2004	O/c A. Krieger re: case status. Research on post-petition interest issues.	Thomison, J.	4.0
10/21/2004	Exchanged memoranda with plan group re: term sheet and equity holders objection to Debtors' motion seeking time to file plan (.3); exchanged memoranda with J. Thomison re: research information (.1); attend to Elliot International objection (.1); conference call with plan group and Grace representatives and follow up discussion (.9); memo to C. Troyer re: claim computations (.1); attend to review of revolving credit agreements (.2); telephone conference C. Troyer re: claim computations (.2); office conference MW re: treatment of stock options and other benefit plan (.6); and notes thereon (.3); attend to updated interest computations (.1); attend to case law re: settlement of asbestos claims (.4); attend to confirmed plans of asbestos debtors for treatment of creditors and shareholders (.4).	Krieger, A.	3.7
10/21/2004	Meeting with K. Pasquale re: research (.6); begin same (.2).	McEachern, M.	0.8
10/21/2004	Conference call with company (Siegel, Tarola) re: plan discussions (.5); attention to plan issues (2.5); telephone conference T. Maher re: same (.3); attention to Elliott objection to plan extension motion (.3).	Pasquale, K.	3.6
10/21/2004	Work on plan issues re: cram-down and related plan issues (2.5); memos and documents to and from K. Pasquale and A. Krieger re: plan issues (.4); office conference A. Krieger (.1); conference call with Debtors re: plan issues and conference with LK, KP and AGK re: plan (1.0).	Speiser, M.	4.0

DATE	DESCRIPTION	NAME	HOURS
10/22/2004	Attend to asbestos chapter 11 confirmed plan re: creditor and shareholder treatment (2.4); office conference J. Thomison re: case law re: treatment of unsecured creditors (.5); exchanged memoranda with KP re: substance of discussion with counsel for the equity committee (.1); exchanged memoranda with plan working group re: entitlement of unsecured creditors to post-petition interest (.1).	Krieger, A.	3.1
10/22/2004	Research re: plan/settlement issues.	McEachern, M.	1.3
10/22/2004	Telephone conference P. Bentley re: plan negotiation issues (.2); email re: same (.1).	Pasquale, K.	0.3
10/22/2004	Received and reviewed Debtors motion re: NOL (.2); memo from KP, LK, AK re: plan status and issues to be addressed (.1); work on plan issues (2.0).	Speiser, M.	2.3
10/22/2004	Research on interest issues, draft and revise memo on same.	Thomison, J.	7.1
10/24/2004	Attend to review of case law re: post-petition interest (3.1); attend to review of case law re: settlements under plans (.5).	Krieger, A.	3.6
10/24/2004	Work on plan issues re: treatment of unsecured claims and equity.	Speiser, M.	2.4
10/24/2004	Review cases and revise memo on interest issues.	Thomison, J.	2.3
10/25/2004	Attend to interest issues case law (3.8); office conference and exchange of memoranda with MAS re: case law (.5); exchanged memoranda with J. Thomison re: legal research on interest (.3).	Krieger, A.	4.6
10/25/2004	Research plan/settlement issues.	McEachern, M.	0.4
10/25/2004	Work on plan issues re: treatment of unsecured and cram down of equity (3.0); office conference A. Krieger re: plan issues (.2); received and reviewed memo re: post-petition interest (.3).	Speiser, M.	3.5

DATE	DESCRIPTION	NAME	HOURS
10/25/2004	Review and revise memo on interest issues, research on same.	Thomison, J.	6.9
10/26/2004	Memorandum to LK re interest memorandum (.1); exchanged memoranda with KP re plan negotiations (.1); attend to draft memorandum on interest for unsecured creditors and case law (1.6); office conference MAS re memorandum and position to be discussed with the Committee (.4); office conference J. Thomison re modifications to memorandum (.5); telephone conference C. Troyer re interest computations (.2); exchanged memoranda with KP and MAS re interest for unsecured creditors (.2).	Krieger, A.	3.1
10/26/2004	Research re: plan/settlement issues.	McEachern, M.	0.4
10/26/2004	Telephone conferences D. Siegel/Grace re: status (.2); attention to memo re: interest rates and underlying cases (1.0).	Pasquale, K.	1.2
10/26/2004	Memos from and to J. Thomison, A. Krieger and K. Pasquale re: status of plan related issues (.1); work on post-petition interest and issue raised by memo; office conference A. Krieger re: same (.9).	Speiser, M.	1.0
10/26/2004	Research re: historic federal judgment rate. (.6) Review and revise interest issues memo. (2.7)	Thomison, J.	3.3
10/27/2004	Exchanged multiple memoranda with C. Troyer re: interest for unsecured creditors (.6); attend to revised Capstone schedule (.2); telephone conference C. Troyer re: interest issues (.1); exchanged multiple memoranda with Jan Baer and plan working group re: draft plan-related documentation (.4).	Krieger, A.	1.3
10/27/2004	Research re: plan/settlement issues (4.3); meeting with K. Pasquale re: same (.7).	McEachern, M.	5.0
10/27/2004	Telephone conference D. Siegel re: plan negotiations (.3); attention to Capstone interest rate analysis (.3).	Pasquale, K.	0.6
10/27/2004	Received and reviewed memo from Capstone re: interest rates and work on interest rate issues (.4); office conference A. Krieger re:	Speiser, M.	1.8

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DATE	DESCRIPTION	NAME	HOURS
	plan documents (.1); conference call with Committee re: plan status (.5); work on plan issue and office conference K. Pasquale and M. McEachern re: plan issues (.8).		
10/27/2004	Research on and revisions to memo on interest issues.	Thomison, J.	4.0
10/28/2004	Exchanged memoranda with Christy Troyer re: plan-related documents (.3); office conference J. Thomison re: time frame for interest payment (.1); office conferences DW re: estimation of asbestos claims, fair and equitable tests (.3); review revised interest memorandum (.6); memo to M. Greenberg, M, Eichler re: plan documents (.1).	Krieger, A.	1.4
10/28/2004	Confs. AK re: Grace Plan and cramdown standard.	Wildes, D.	0.4
10/29/2004	Office conference MAS and KP re: plan discussions and advice re: criminal investigations against certain former and current employees (.3); attend to black-line copy of plan draft and related documents (.8).	Krieger, A.	1.1
10/29/2004	Commenced review of plan related documents (.8); work on plan issues (1.3); memos from and to KP and AGK re: investigation and plan impact (.1).	Speiser, M.	2.2
10/31/2004	Attend to various plan related documents (1.4).	Krieger, A.	1.4
10/31/2004	Reviewed plan related documents and work on issues raised.	Speiser, M.	3.8

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	90.0	\$ 525	\$ 47,250.00
Kruger, Lewis	13.5	750	10,125.00
McEachern Mary E	7.9	395	3,120.50
Pasquale, Kenneth	21.1	575	12,132.50
Speiser, Mark	46.7	695	32,456.50
Thomison, Jessamy K.	27.6	260	7,176.00
Wildes, Denise	0.4	525	210.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 112,470.50
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TOTAL FOR THIS MATTER	\$ 112,470.50
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RE	Hearings 699843 0037
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DATE	DESCRIPTION	NAME	HOURS
10/01/2004	Memo to LK, KP re: 9/30/04 telephonic hearing on Scotts Company motion for a temporary stay of the Rand action and the Court's ruling thereon (.7).	Krieger, A.	0.7
10/07/2004	Prep for hearing & meeting with A. Krieger re: same.	McEachern, M.	0.8
10/15/2004	Attend to agenda notice of 10/25/04 hearings before Judge Fitzgerald (.1); attend to memorandum to S. Blatnick re: revised order re: the Honeywell matter (.1).	Krieger, A.	0.2
10/22/2004	Preparation for 10/25 court hearing (.5).	Pasquale, K.	0.5
10/25/2004	Exchanged memoranda with KP re: Court's grant of Debtors' motion extending time to file a plan (.1).	Krieger, A.	0.1
10/25/2004	Preparation for and participated in omnibus Court hearing (2.0)	Pasquale, K.	2.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	1.0	\$ 525	\$ 525.00
McEachern Mary E	0.8	395	316.00
Pasquale, Kenneth	2.5	575	1,437.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,278.50	
TOTAL FOR THIS MATTER		\$ 2,278.50	

RE	Relief from Stay Proceedings 699843 0041
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DATE	DESCRIPTION	NAME	HOURS
10/07/2004	Attend to Town of Acton's motion for stay relief (.7).	Krieger, A.	0.7
10/08/2004	Complete review of Town of Acton's stay relief motion (.2).	Krieger, A.	0.2
10/28/2004	Office conference J. Thomison re: Town of Acton's motion for stay relief (.2); memorandum from S. Blatnick re: Debtors' opposition to Town of Acton's motion (.1).	Krieger, A.	0.3
10/28/2004	O/c A. Krieger re: motion summaries, further research (1.0). Review docket and review of motion re: lift stay (.8). Research re: same (.6).	Thomison, J.	2.4
10/29/2004	Read and summarize motion relating to lifting automatic stay. O/c and emails A. Krieger re: same and re: additional research.	Thomison, J.	4.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	1.2	\$ 525	\$ 630.00
Thomison, Jessamy K.	6.9	260	1,794.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 2,424.00
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TOTAL FOR THIS MATTER	\$ 2,424.00
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RE	Tax Issues 699843 0047
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DATE	DESCRIPTION	NAME	HOURS
10/04/2004	Reviewing changes made to COLI settlement memo (1.0); reviewing motion (1.4).	Eichler, M.	2.4
10/04/2004	Review COLI memo and comment re: same (.4); e-mails re: proposed changes (.7).	Greenberg, M.	1.1
10/05/2004	T/c with A. Krieger, M. Greenberg and S. Joffe re: comments on COLI settlement memo (.4); revising memo (.4).	Eichler, M.	0.8
10/05/2004	Emails with Joffe and Krieger re: memo to Committee (.3); call with Joffe, Krieger and Eichler to discuss issues related to memo (.2); comment and review of revised memorandum (.2); email to Grace re: additional information (.2).	Greenberg, M.	0.9
10/05/2004	Exchanged memoranda with MG, ME and S. Joffe re: additional information for memorandum to the Committee on the COLI motion (.3); conference MG, S. Joffe re: modifications to memorandum and additional information to be requested (.5).	Krieger, A.	0.8
10/06/2004	Reviewing plan of reorganization.	Eichler, M.	0.8
10/06/2004	E-mails and calls with Joffe and Eichler re: question of impact of allocation of prepayment (.7); review and analysis of e-mails from Grace re: same (.7).	Greenberg, M.	1.4
10/06/2004	Exchanged numerous memoranda with MG, ME and FTI re: COLI tax matter (.6).	Krieger, A.	0.6
10/07/2004	Exchanged memoranda with and telephone calls with Steve Joffe re: COLI related issues and information from E. Filon application of tax payments and impact on Grace (.8).	Krieger, A.	0.8
10/11/2004	Reviewing latest draft of plan of reorganization.	Eichler, M.	1.3

DATE	DESCRIPTION	NAME	HOURS
10/15/2004	E-mails re: developments on "lonely parent" ruling and analysis re: same.	Greenberg, M.	0.3
10/18/2004	Reviewing ruling request re: lonely parent issue (1.0); reviewing CCA issue by IRS on lonely parent issue (1.0); describing issue and impact of CCA to A. Krieger (1.0); reviewing Disclosure Statement (.8).	Eichler, M.	3.8
10/18/2004	Review disclosure statement and e-mails re tax issues.	Greenberg, M.	1.7
10/19/2004	Review plan and disclosure materials.	Greenberg, M.	1.5
10/22/2004	Attend to review of Debtor's Emergency motion for interim order limiting certain transfers of equity securities (1.3); exchanged memoranda with M. Greenberg re: above (.2); exchanged memoranda with J. Baer relief sought (.2).	Krieger, A.	1.7
10/22/2004	Attention to Debtors' emergency motion re: NOLs (.4).	Pasquale, K.	0.4
10/26/2004	Reviewing motion to restrict trading in equity securities.	Eichler, M.	0.8
10/26/2004	Discussion with ME re: timing of restriction.	Greenberg, M.	0.4
10/26/2004	Memoranda to M. Greenberg re Debtors' motion to restrict transfers of equity (.1).	Krieger, A.	0.1
10/28/2004	Analysis and e-mail re transfer restrictions.	Greenberg, M.	0.4
10/28/2004	Exchanged memoranda with M. Greenberg re equity transfer motion (.1).	Krieger, A.	0.1
10/29/2004	E-mails and analysis re limitation on transfers.	Greenberg, M.	0.6

10/29/2004	Exchanged multiple memorandum with S. Joffe, M. Geenberg re: restriction on equity transfers (.3).	Krieger, A.	0.3
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Eichler, Mark	9.9	\$ 480	\$ 4,752.00
Greenberg, Mayer	8.3	575	4,772.50
Krieger, Arlene	4.4	525	2,310.00
Pasquale, Kenneth	0.4	575	230.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 12,064.50	

TOTAL FOR THIS MATTER	\$ 12,064.50
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 200,155.50
TOTAL DISBURSEMENTS/CHARGES	\$ 1,368.18
TOTAL BILL	\$ 201,523.68

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

WR GRACE & CO
DISBURSEMENT SUMMARY
OCTOBER 1, 2004 - OCTOBER 31, 2004

Outside Messenger Service	\$ 155.57
Meals	62.84
Local Transportation	320.17
Long Distance Telephone	114.76
Duplicating Costs-in House	143.70
Miscellaneous	20.00
In House Messenger Service	33.57
Travel Expenses - Transportation	232.60
Travel Expenses - Lodging	231.14
Travel Expenses - Meals	11.83
Word Processing - Logit	42.00
TOTAL	\$ 1,368.18

STROOCK

Disbursement Register

DATE	December 2, 2004
INVOICE NO.	336845
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED for the period through October 31, 2004, including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827364; DATE: 09/04/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Virginia Akin Duane Morris LLP, 1100 North Market Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270197277531 ON 08/30/04	5.89
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827364; DATE: 09/04/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Frank J. Perch, Esq. Office of the US Trustee (D, 844 N King Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270198930340 ON 08/30/04	5.89
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827364; DATE: 09/04/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270199751756 ON 08/30/04	7.82
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827364; DATE: 09/04/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO David B. Siegal WR Grace & Co., 7500 Grace Drive, COLUMBIA, MD 21044 Tracking #:1Z10X8270199857768 ON 08/30/04	5.89
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827354; DATE: 08/28/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO David B. Siegal WR Grace & Co., 7500 Grace Drive, COLUMBIA, MD 21044 Tracking #:1Z10X8270191360406 ON 08/26/04	7.74
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827354; DATE: 08/28/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270191559998 ON 08/26/04	11.38

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DATE	DESCRIPTION	AMOUNT
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827354; DATE: 08/28/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Virginia Akin Duane Morris LLP, 1100 North Market Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270192315561 ON 08/26/04	7.74
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827354; DATE: 08/28/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270192488385 ON 08/26/04	11.38
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827354; DATE: 08/28/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Frank J. Perch, Esq. Office of the US Trustee (D, 844 N King Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270192561572 ON 08/26/04	7.74
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827344; DATE: 08/21/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270191826225 ON 08/16/04	7.82
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827344; DATE: 08/21/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Frank J. Perch, Esq. Office of the US Trustee (D, 844 N King Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270192368219 ON 08/16/04	5.89
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827344; DATE: 08/21/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Virginia Akin Duane Morris LLP, 1100 North Market Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270192807002 ON 08/16/04	7.24
10/05/2004	VENDOR: UPS; INVOICE#: 0000010X827344; DATE: 08/21/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO David B. Siegal WR Grace & Co., 7500 Grace Drive, COLUMBIA, MD 21044 Tracking #:1Z10X8270192925036 ON 08/16/04	5.89
10/12/2004	VENDOR: UPS; INVOICE#: 0000010X827414; DATE: 10/09/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO David B. Siegal WR Grace & Co., 7500 Grace Drive, COLUMBIA, MD 21044 Tracking #:1Z10X8270196107476 ON 10/04/04	6.03
10/12/2004	VENDOR: UPS; INVOICE#: 0000010X827414; DATE: 10/09/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Virginia Akin Duane Morris LLP, 1100 North Market Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270196715443 ON 10/04/04	6.03
10/12/2004	VENDOR: UPS; INVOICE#: 0000010X827414; DATE: 10/09/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270198214865 ON 10/04/04	8.00
10/12/2004	VENDOR: UPS; INVOICE#: 0000010X827414; DATE: 10/09/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Frank J. Perch, Esq. Office of the US Trustee (D, 844 N King Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270199642856 ON	6.03

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DATE	DESCRIPTION	AMOUNT
	10/04/04	
10/18/2004	VENDOR: Corporate Transportation Group, Ltd.; INVOICE#: 628014; DATE: 10/8/2004 - NYC Two Ways Inc Pkg 10/02/04 180 Maiden Lane to 10 E End Ave	31.17
	Outside Messenger Service Total	155.57
	Meals	
10/07/2004	VENDOR: Seamless Web; INVOICE#: 52316; DATE: 10/06/04 - II Mattone; Ordered on 10/01/04; For three persons.	49.94
10/27/2004	VENDOR: Seamless Web; INVOICE#: 53999; DATE: 10/27/04 - Fulton Chef; Ordered on 10/22/04;	12.90
	Meals Total	62.84
	Local Transportation	
02/05/2004	Elite Limousine KRUGER 01/16/04 17:11 from 180 MAIDEN LN to BROADWAY	41.31
10/04/2004	VENDOR: Lewis Kruger; INVOICE#: 9/28/04; DATE: 10/4/2004 - 9/27 COURT ATTENDANCE HEARINGS IN PA	130.27
10/19/2004	NYC Two Ways Inc. KRIEGER 09/14/04 20:26 M from 180 MAIDEN to E 80 ST	27.03
10/19/2004	NYC Two Ways Inc. EICHLER 09/27/04 21:09 M from 180 MAIDEN to LI CEDARHURST	67.69
10/19/2004	NYC Two Ways Inc. CASKALON 10/01/04 08:30 M from 180 MAIDEN to NJ HOBOKEN	47.37
10/27/2004	VENDOR: Petty Cash; INVOICE#: 10/15/04; DATE: 10/27/2004 - 08/23/04 NY PETTY CASH L.KRUGER	6.50
	Local Transportation Total	320.17
	Long Distance Telephone	
10/01/2004	EXTN.5431, TEL.410-531-4170, S.T.16:59, DUR.00:18	0.38
10/01/2004	EXTN.5431, TEL.410-531-4170, S.T.17:27, DUR.05:00	1.90
10/01/2004	EXTN.5431, TEL.410-531-4170, S.T.11:28, DUR.00:18	0.38
10/01/2004	EXTN.5544, TEL.201-587-7128, S.T.16:26, DUR.21:00	7.98
10/01/2004	EXTN.5544, TEL.312-861-2359, S.T.16:52, DUR.02:00	0.76
10/01/2004	EXTN.5544, TEL.201-587-7128, S.T.16:47, DUR.00:12	0.38
10/01/2004	EXTN.5544, TEL.202-736-1234, S.T.17:17, DUR.00:18	0.38
10/01/2004	EXTN.6408, TEL.201-587-7128, S.T.10:20, DUR.02:12	1.14
10/11/2004	EXTN.3544, TEL.312-861-2162, S.T.11:45, DUR.01:48	0.76
10/11/2004	EXTN.3544, TEL.201-587-7128, S.T.16:21, DUR.00:12	0.38
10/11/2004	EXTN.5431, TEL.302-651-3160, S.T.11:39, DUR.04:42	1.90
10/11/2004	EXTN.5544, TEL.302-651-3000, S.T.16:02, DUR.01:06	0.76
10/11/2004	EXTN.5544, TEL.201-587-7128, S.T.12:42, DUR.01:12	0.76
10/11/2004	EXTN.5544, TEL.301-596-0053, S.T.10:14, DUR.01:18	0.76
10/11/2004	EXTN.5544, TEL.302-651-3160, S.T.10:16, DUR.00:42	0.38
10/11/2004	EXTN.5544, TEL.213-680-8209, S.T.18:17, DUR.09:30	3.80
10/19/2004	EXTN.5431, TEL.410-531-4000, S.T.10:07, DUR.01:24	0.76
10/19/2004	EXTN.5431, TEL.410-531-4000, S.T.10:09, DUR.21:42	8.36
10/19/2004	EXTN.5431, TEL.201-587-7114, S.T.10:48, DUR.13:54	5.32
10/19/2004	EXTN.5544, TEL.201-587-7128, S.T.10:40, DUR.01:12	0.76

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DATE	DESCRIPTION	AMOUNT
10/19/2004	EXTN.5544, TEL.213-680-8209, S.T.16:01, DUR.00:36	0.38
10/19/2004	EXTN.5544, TEL.213-680-8209, S.T.16:13, DUR.58:18	22.42
10/19/2004	EXTN.5544, TEL.202-736-1234, S.T.13:17, DUR.00:18	0.38
10/19/2004	EXTN.5544, TEL.202-736-1234, S.T.15:10, DUR.01:18	0.76
10/19/2004	EXTN.5544, TEL.201-587-7128, S.T.16:23, DUR.06:42	2.66
10/19/2004	EXTN.5544, TEL.201-587-7128, S.T.14:36, DUR.26:24	10.26
10/19/2004	EXTN.5562, TEL.973-424-2031, S.T.15:07, DUR.02:00	0.76
10/19/2004	EXTN.5562, TEL.410-531-4170, S.T.11:26, DUR.18:48	7.22
10/25/2004	EXTN.3544, TEL.201-587-7128, S.T.13:36, DUR.00:42	0.38
10/25/2004	EXTN.5430, TEL.410-531-4170, S.T.15:30, DUR.01:06	0.76
10/25/2004	EXTN.5430, TEL.201-587-7128, S.T.13:32, DUR.34:00	12.92
10/25/2004	EXTN.5492, TEL.302-657-4924, S.T.11:17, DUR.12:30	4.94
10/25/2004	EXTN.5544, TEL.302-657-4942, S.T.14:13, DUR.00:30	0.38
10/25/2004	EXTN.5544, TEL.201-587-7128, S.T.11:55, DUR.01:18	0.76
10/25/2004	EXTN.5544, TEL.201-587-7128, S.T.10:39, DUR.03:36	1.52
10/25/2004	EXTN.5544, TEL.201-587-7128, S.T.11:49, DUR.01:24	0.76
10/25/2004	EXTN.5562, TEL.203-856-0465, S.T.18:14, DUR.04:06	1.90
10/25/2004	EXTN.5562, TEL.215-665-2147, S.T.09:43, DUR.14:42	5.70
10/25/2004	EXTN.6495, TEL.302-657-4924, S.T.13:00, DUR.04:12	1.90
Long Distance Telephone Total		114.76

Duplicating Costs-in House

10/04/2004	9.40
10/07/2004	7.30
10/07/2004	7.30
10/07/2004	3.60
10/14/2004	22.70
10/14/2004	22.70
10/22/2004	4.60
10/22/2004	55.40
10/22/2004	4.30
10/22/2004	0.80
10/22/2004	5.60
Duplicating Costs-in House Total	143.70

Miscellaneous

10/29/2004	VENDOR: Virtual Docket.com; INVOICE#: 9720; DATE: 9/30/2004	20.00
Miscellaneous Total		20.00

In House Messenger Service

10/26/2004	Early Bird Messenger 10/10/04 Vehicle Rush from Firm to ARLENE KRIEGER, 10 EAST END AVE	33.57
In House Messenger Service Total		33.57

Travel Expenses - Transportation

10/25/2004	Chase Business Credit Card check # 62286 date 10/12/04 visa charge 09/27/04 L Kruger Penn to Wilmington	123.50
10/26/2004	VENDOR: Joseph Strauss; INVOICE#: 10/19/04; DATE: 10/26/2004 - 10/17 - 10/18 ATTENDANCE AT HEARING IN PITTSBURGH	109.10

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DATE	DESCRIPTION	AMOUNT
	- CABFARES	
	Travel Expenses - Transportation Total	232.60
	Travel Expenses - Lodging	
10/26/2004	VENDOR: Joseph Strauss; INVOICE#: 10/19/04; DATE: 10/26/2004	231.14
	- 10/17 - 10/18 ATTENDANCE AT HEARING IN PITTSBURGH	
	- HOTEL	
	Travel Expenses - Lodging Total	231.14
	Travel Expenses - Meals	
10/26/2004	VENDOR: Joseph Strauss; INVOICE#: 10/19/04; DATE: 10/26/2004	11.83
	- 10/17 - 10/18 ATTENDANCE AT HEARING IN PITTSBURGH	
	- MEALS	
	Travel Expenses - Meals Total	11.83
	Word Processing - Logit	
10/02/2004		24.00
10/10/2004		18.00
	Word Processing - Logit Total	42.00

BILL DISBURSEMENT SUMMARY	
Outside Messenger Service	\$ 155.57
Meals	62.84
Local Transportation	320.17
Long Distance Telephone	114.76
Duplicating Costs-in House	143.70
Miscellaneous	20.00
In House Messenger Service	33.57
Travel Expenses - Transportation	232.60
Travel Expenses - Lodging	231.14
Travel Expenses - Meals	11.83
Word Processing - Logit	42.00
TOTAL DISBURSEMENTS/CHARGES	\$ 1,368.18

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.



805 15th Street NW, Suite 500
 Washington, DC 20005
 202.371.9770 phone
 202.371.6601 fax

October 20, 2004

Stroock, Stroock & Lavan
 Kenneth Pasquale
 180 Maiden Lane
 New York, NY 10038

*For Services Rendered For
 WR Grace Creditor's Committee - September 2004*

Professional Fees:

MA	42.10 hrs. @ \$280	\$11,788.00
BM	0.50 hrs. @ \$280	140.00
JS	45.70 hrs. @ \$270	12,339.00
JM	1.00 hrs. @ \$260	260.00
DW	1.10 hrs. @ \$120	<u>132.00</u>

Total Professional Fees.....\$24,659.00

Expenses:

None billable at this time.

Total Amount Due for September Services and Expenses.....\$24,659.00

Outstanding Invoices:

August 20, 2004	40,427.50
September 23, 2004	<u>27,142.00</u>

Total Outstanding Invoices.....\$67,569.50

Total Amount Due For September Services, Expenses and Outstanding Invoices....\$92,228.50

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u> ¹;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline:
January 27, 2005 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP (“Stroock”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the Forty-Fourth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Reimbursement of Expenses for the services rendered during the period November 1, 2004 through November 30, 2004, seeking compensation in the amount of \$218,608.50, reimbursement for actual and necessary expenses in the amount of \$14,019.09, and reimbursement for Navigant for the months of October 2004 and November 2004 in the amount of \$53,075.14.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **January 27, 2005 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official

Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755) and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000); and (vii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801

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(fax number 302-573-6497); and (viii) the Fee Auditor, to Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1275, Dallas, TX 75201, Attn: Stephen L. Bossay.

Dated: January 7, 2005
Wilmington, DE

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski
Michael R. Lastowski, Esq. (DE I.D. No. 3892)
DUANE MORRIS LLP
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Wilmington, DE 19801
Telephone: (302) 657-4900
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William S. Katchen, Esquire (Admitted in NJ Only)
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One Riverfront Plaza
Newark, New Jersey 07102
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E-mail: wskatchen@duanemorris.com

and

Lewis Kruger, Esquire
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, New York 10038-4982
Telephone: (212) 806-5400
Facsimile: (212) 806-6006
E-mail: lkruger@Stroock.com

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u>;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline:
January 27, 2005 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

**FORTY-FOURTH MONTHLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	November 1, 2004 – November 30, 2004
Amount of Compensation sought as actual, reasonable and necessary:	\$218,608.50 (80% - \$174,886.80)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)

This is an: ☒ interim ☐ final application

The total time expended for the preparation of the Forty Third Monthly Fee Statement and the Fourteenth Quarterly Fee Application is approximately 16.9 hours and the corresponding compensation requested is approximately \$4,285.50.

Attachment A**Monthly Interim Fee Applications**

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13

October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40

October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18

WR GRACE & CO
ATTACHMENT B
NOVEMBER 1, 2004 - NOVEMBER 30, 2004

				No. of Years
	Hours	Rate	Amount	In Position
Partners				
Cohen, Joel	5.3	\$625	\$ 3,312.50	19
Greenberg, Mayer	12.1	575	6,957.50	6
Kruger, Lewis	36.2	750	27,150.00	14
Pasquale, Kenneth	37.3	575	21,447.50	5
Speiser, Mark	49.3	695	34,263.50	17
Associates				
Berg, Madelaine	0.3	525	157.50	24
Eichler, Mark	8.8	480	4,224.00	6
Keller, Robin	0.2	695	139.00	16
Krieger, Arlene	156.3	525	82,057.50	20
McEachern Mary E	47.9	395	18,920.50	5
Parra, Rebecca E.	52.5	260	13,650.00	1
Strauss, Joseph E.	0.3	445	133.50	7
Thomison, Jessamy K.	3.9	260	1,014.00	1
Wildes, Denise	0.2	525	105.00	14
Paraprofessionals				
Caskadon, Alexandra	18.6	195	3,627.00	2
Defreitas, Vaughn	7.4	130	962.00	16
Magzamen, Michael	0.7	195	136.50	2
Mohamed, David	1.5	130	195.00	15
Stutman, Sarah	0.8	195	156.00	1
TOTAL	439.6		\$ 218,608.50	

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
NOVEMBER 1, 2004 - NOVEMBER 30, 2004

MATTER CODE	PROJECT CATEGORY	HOURS	TOTAL FEES
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	3.2	\$ 1,686.00
0014	Case Administration	23.0	8,549.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	7.0	2,085.00
0017	Committee, Creditors', Noteholders', or Equity Holders'	37.8	21,695.00
0018	Fee Application, Applicant	16.9	4,285.50
0019	Creditor Inquiries	7.8	4,405.00
0020	Fee Application, Others	3.4	729.00
0031	Investigations	39.9	15,899.50
0036	Plan and Disclosure Statement	260.3	136,310.50
0037	Hearings	10.6	7,095.00
0040	Employment Applications - Others	2.7	1,417.50
0041	Relief from Stay Proceedings	3.0	1,642.50
0047	Tax Issues	24.0	12,809.00
	TOTAL	439.6	\$ 218,608.50

STROOCK

INVOICE

DATE	January 5, 2005
INVOICE NO.	337851
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through November 30, 2004, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
----	---

DATE	DESCRIPTION	NAME	HOURS
11/04/2004	Attend to Scotts Company motion for a temporary stay of Gandy Action (.5).	Krieger, A.	0.5
11/12/2004	Exchanged memoranda with KP re: Third Circuit decision and order involving Maryland Casualty (.1).	Krieger, A.	0.1
11/16/2004	Attend to Third Circuit's order and opinion vacating Judge Wolin's order and continuing injunction with regard to Maryland Casualty (.4).	Krieger, A.	0.4
11/22/2004	Attend to Scotts Company and Debtors' motion to stay all state actions against Scotts (.7); attend to Scotts' motion for stay relief with respect to Declaratory Judgment action (.1).	Krieger, A.	0.8
11/29/2004	Attend to stipulation re: ZAI Science trial (.1); memorandum to KP, J. Strauss re: same (.1).	Krieger, A.	0.2
11/29/2004	Attend to Judge Buckwalter's order and decision re: appeal of order appointing D. Austern (.2); memorandum to KP, LK re: same (.1).	Krieger, A.	0.3
11/29/2004	Attention to district court decision on appeal from Austern appointment order (.6).	Pasquale, K.	0.6

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180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM
SSL-DOCS1 1529983v1

DATE	DESCRIPTION	NAME	HOURS
11/30/2004	Meeting with K. Pasquale re: responses to estimation and case management motions.	Strauss, J.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	2.3	\$ 525	\$ 1,207.50
Pasquale, Kenneth	0.6	575	345.00
Strauss, Joseph E.	0.3	445	133.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,686.00	
TOTAL FOR THIS MATTER		\$ 1,686.00	

RE	Case Administration 699843 0014		
DATE	DESCRIPTION	NAME	HOURS
11/01/2004	Attended to docketed pleadings and distributed same re: c/o of Kramer Levin Naftalis & Frankel (.2); c/o re: motion for order to assume & assign a lease & sublease for certain real property in New York (.2); notice of filing of fee application filed by Lukins & Annis (.1).	Defreitas, V.	0.5
11/01/2004	Attend to preparation of response to the Fee Auditor's initial report to SSL's thirteenth quarterly and review of Navigant Consulting's invoices in connection therewith (2.3); telephone conference M. Atlas re: response to the Fee Auditor (.1); office conference KP re same (.1); exchanged memoranda with M. Atlas re: same (.2); attend to newly filed pleadings (.2).	Krieger, A.	2.9
11/02/2004	O/c A. Krieger and emails Navigant re: back up documentation for the fee auditor re: expenses.	Caskadon, A.	0.3
11/02/2004	Researched recently docketed pleadings and distribute same re: monthly operating report September 2004 (.4); c/o regarding Ferry, Joseph & Pearce (.2); certification of counsel re omnibus hearing dates (.2); c/o regarding docket no. 6536 (.2).	Defreitas, V.	1.0
11/02/2004	Exchanged memoranda with AC re: backup Navigant documentation for Fee Auditor Response (.2); office conferences AC re: same (.5); attend to Navigant expense documentation (.2); revise response to Fee Auditor's initial report (.5).	Krieger, A.	1.4
11/03/2004	Review docketed pleadings & distribute same re: order granting motion for admission of Stefano Calogero, Esquire and Andrew K. Craig, Esquire (.3).	Defreitas, V.	0.3
11/03/2004	Finalize Response to Fee Auditors initial report on Stroock's thirteenth quarterly fee application (.3); memo to LK re: response (.1); attend to newly filed pleading (.1).	Krieger, A.	0.5

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DATE	DESCRIPTION	NAME	HOURS
11/04/2004	Prepare and serve 13th Interim response to Fee Auditor (.2); o/c A. Krieger re: same (.2).	Caskadon, A.	0.4
11/04/2004	Review Stroock's CNO prepared by local counsel for September fee application (.1); email local counsel re: same (.1).	Caskadon, A.	0.2
11/04/2004	Attended to docketed pleadings & distribute same re: (i) transcript of hearing held on 10/25/04 (.3); (ii) motion to amend orders regarding fee applications by Elzufon Austin Reardon Tarlov & Mondell, Lukins & Annis, Richardson Patrick Westbrook & Brickman (.2); and (iii) Motion for order authorizing to pay legal fees and expenses re motion for order authorizing advance certain legal fees (.3).	Defreitas, V.	0.8
11/04/2004	Exchanged memoranda with AC re: finalization of Response to Fee Auditor's initial report on Stroock's 13th Quarterly application (.2); correspondence from the Fee Auditor (.1).	Krieger, A.	0.3
11/04/2004	Review Debtor motion regarding equity trading and NOL (.4); review email regarding same to Committee (.2).	Kruger, L.	0.6
11/05/2004	Researched recently docketed pleadings and distribute same re: order scheduling omnibus hearing dates (.2) re order granting motion for leave from scheduling order (.2) re exhibits to interim application of Swindler Berlin Shereff & Friedman (.2); re notice of agenda of matters scheduled for hearing re motion for leave Town of Acton's motion (.1) re opposition to Town of Acton's motion for relief from automatic stay (.1).	Defreitas, V.	0.8
11/05/2004	Office conference S. Wexler re: billing issue (.2); attend to Judge Fitzgerald's order establishing 2005 hearing dates (.1); memorandum to KP, LK re: same (.1); telephone conference LK re: upcoming hearings (.3).	Krieger, A.	0.7
11/08/2004	Reviewed recently docketed pleadings and distribute same re: transcript hearing held 10/18/04 (.2); re c/o regarding docket no. 6624, Casner & Edwards (.2) re letter objecting to	Defreitas, V.	0.6

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DATE	DESCRIPTION	NAME	HOURS
	any reduction of pension (.1) re notice of service filed by Wolters Kluwer (.1).		
11/08/2004	Review agenda notice (.1).	Kruger, L.	0.1
11/09/2004	Attended to docketed pleadings and distribute re: order denying motion to lift the automatic stay (.2) re order establishing an alternative dispute resolution program (.2) re c/o of Piney Hardin (.2).	Defreitas, V.	0.6
11/09/2004	Search for POR in Midwest case for A. Krieger.	Magzamen, M.	0.7
11/10/2004	Research docketed pleadings and distribute same re: c/o fee application of Duane Morris (.1) re objection of motion of order to advance certain legal fees (.1) re notice of withdrawal of submission in support of motion (.1) re fee auditor's final report regarding Capstone Corp Recovery, Carella, Bryne, Bain, Gilfillan, Cecchi, Stewart & Oblstein, Deloitte & Touche (.4) re statement in support of motion to advance defense costs (.1) re amended notice of agenda matters scheduled (.1).	Defreitas, V.	0.9
11/10/2004	Attend to newly filed pleadings (.3).	Krieger, A.	0.3
11/11/2004	Researched docketed pleadings and distribute same re c/o regarding docket no. 6550, 6569.	Defreitas, V.	0.2
11/11/2004	Attend to statement of Ardsley Advisory Partners re: equity holdings (.1).	Krieger, A.	0.1
11/12/2004	Review case docket no. 01-1139 (.2); retrieve and distribute recently filed pleadings (.2).	Mohamed, D.	0.4
11/15/2004	Attend to numerous newly filed applications, order, other pleadings (.7); attend to plan-related files (.6).	Krieger, A.	1.3
11/16/2004	Attend to newly filed pleading.	Krieger, A.	0.4
11/17/2004	Review docketed pleadings & distribute same re: order granting relief sought in objections (.4) re objection to claims as continued objections (.2) re order approving stip resolving obj to claim (.3) re exhibit to supplemental exhibit A (.3) re examiner's	Defreitas, V.	1.5

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DATE	DESCRIPTION	NAME	HOURS
	auditor's final report regarding fee app of Blackstone Group (.1) re Conway, Del Genio, Gries & Co re Elzufon Austin Reardon Tarlov & Mandell (.2).		
11/17/2004	Attended to newly filed pleadings, including numerous orders (.6).	Krieger, A.	0.6
11/18/2004	Attend to newly filed pleadings (.3).	Krieger, A.	0.3
11/19/2004	Office conference LK re: Grace press release on P. Norris (.1); attend to press release (.1).	Krieger, A.	0.2
11/22/2004	Attend to newly filed orders, pleadings (.6).	Krieger, A.	0.6
11/22/2004	Review case docket no. 01-2458 (.3); retrieve and distribute recently filed pleadings (.8).	Mohamed, D.	1.1
11/23/2004	Attended to recently docketed pleadings and distribute same re: motion to extend time debtor's seventh motion for order extended exclusive periods to file plan.	Defreitas, V.	0.2
11/23/2004	Attend to newly filed pleadings, applications, including Debtors' motion to extend their exclusive periods (.5); memorandum to plan working group re: exclusivity motion (.1).	Krieger, A.	0.6
11/24/2004	Attention to debtors' motion to extend exclusivity (.2).	Kruger, L.	0.2
11/24/2004	Attention to Debtors motion to extend exclusivity (.2); review November 15, 2004 transcript (.6).	Kruger, L.	0.8
11/29/2004	Review of motion by Debtor to have District Court refer case management pleadings and Sealed Air settlement to bankruptcy court.	Kruger, L.	0.4
11/29/2004	Office conference with A. Krieger regarding timetable to respond to Grace POR (.2).	Kruger, L.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	0.9	\$ 195	\$ 175.50
Defreitas, Vaughn	7.4	130	962.00
Krieger, Arlene	10.2	525	5,355.00
Kruger, Lewis	2.3	750	1,725.00
Magzamen, Michael	0.7	195	136.50

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Mohamed, David	1.5	130	195.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 8,549.00	
TOTAL FOR THIS MATTER		\$ 8,549.00	

RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015			
DATE	DESCRIPTION	NAME	HOURS	
11/19/2004	Emails Krieger re: proposed indemnification/defense to be given mediator in ADR Proceedings and whether indemnity given in USG case (.2).	Wildes, D.	0.2	
11/22/2004	Research on indemnification in ADR.	Parra, R.	2.0	
11/23/2004	Research on indemnification for mediator.	Parra, R.	2.0	
11/24/2004	Memo to S. Blatnick re: motion to appoint Judge Thieme as ADR Program mediator (.6); exchanged memoranda with R. Parra re: case law review re: indemnification for mediator (.2).	Krieger, A.	0.8	
11/24/2004	Research on indemnification of mediator.	Parra, R.	2.0	
SUMMARY OF HOURS		HOURS	RATE	TOTAL
Krieger, Arlene		0.8	\$ 525	\$ 420.00
Parra, Rebecca E.		6.0	260	1,560.00
Wildes, Denise		0.2	525	105.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 2,085.00	
TOTAL FOR THIS MATTER			\$ 2,085.00	

RE Committee, Creditors', Noteholders', or Equity Holders' 699843 0017			
DATE	DESCRIPTION	NAME	HOURS
11/01/2004	Memoranda to the Committee re: plan documents (.8); memoranda to the Committee re: conference call meeting of the Committee on 11/3/04 (.1).	Krieger, A.	0.9
11/01/2004	Attend to review of draft memorandum to the Committee re: Town of Acton's lift stay motion (.3).	Krieger, A.	0.3
11/02/2004	Memorandum to the Committee re: plan related documents.	Krieger, A.	0.6
11/03/2004	Attend to memo re: Committee call participants (.1); conference call meeting of the Committee re: plan related matters, grand jury investigation, other (.6); attend to memorandum to the Committee re: Debtors' relief to restrict transfers of stock (1.6).	Krieger, A.	2.3
11/03/2004	Telephone call with K. Pasquale regarding preparation for Creditors Committee meeting (.3); telephone conference with Committee regarding criminal proceeding, reorganization plan negotiations and strategy (.5).	Kruger, L.	0.8
11/03/2004	Conference call with Committee re: pending matters (.7).	Pasquale, K.	0.7
11/04/2004	Attend to draft memorandum to the Committee re: Debtors motion to restrict transfers of equity securities (1.3); attend to draft memorandum to the Committee re: pending matters including Town of Acton's lift stay motion and Debtors' objection thereto (.3); memo to LK, KP re: proposed memorandum to the Committee (.1); memo to Tom Maher re: memorandum on restriction on transfers of equity securities (.1); memorandum to the Committee re: equity securities transfer motion (.1).	Krieger, A.	1.9
11/05/2004	Prepare memorandum to the Committee re: Debtors' motion to advance payment to individuals who are subject of federal investigation (1.6); telephone conference LK	Krieger, A.	1.7

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DATE	DESCRIPTION	NAME	HOURS
	re: Committee discussion re: interest (.1).		
11/05/2004	Telephone call with A. Krieger regarding need for Committee meeting regarding interest rate and co-sponsorship of plan (.3).	Kruger, L.	0.3
11/05/2004	Summarize two sale motions for the committee (1.0).	Parra, R.	1.0
11/07/2004	Attend to memorandum to the Committee re: Debtors' motion for approval to advance legal fees and costs to employees subject to government investigation (.2).	Krieger, A.	0.2
11/08/2004	Revise memorandum to the Committee re: Debtors' motion to advance legal fees and costs to employees who receive target letters (.3); memorandum to LK, KP re: same (.1); memorandum to the Committee re: Debtors' motion to advance legal fees and costs (.1); attend to memorandum to the Committee re: pending matters (.8); exchanged memoranda with Committee member re: plan related matters (.1).	Krieger, A.	1.4
11/08/2004	Review interest rate issues (.3).	Kruger, L.	0.3
11/09/2004	Office conference KP, LK re: discussed interest issues for Committee conference call (.4); conference call meeting of the Committee re: unsecured creditors' treatment under the plan (.7); follow up conference call with KP, LK, MAS (.2).	Krieger, A.	1.3
11/09/2004	Telephone call with T. Maher regarding interest rate issue and Creditor views (.3); telephone conference with Committee regarding current status of negotiations, interest rate and strategy (.9); office conference with K. Pasquale, M. Speiser and A. Krieger regarding interest rate analysis and case law (.3); office conference with A. Krieger regarding view of non-committee members who hold bank debt as to interest rates (.3); telephone call with T. Maher regarding his telephone call with Paul Norris regarding interest rates (.3); office conference with A. Krieger and K. Pasquale regarding Maher/Norris call (.2).	Kruger, L.	2.3

DATE	DESCRIPTION	NAME	HOURS
11/09/2004	Preparation for and Committee conference call re: plan issues (1.1).	Pasquale, K.	1.1
11/10/2004	Attend to memorandum to the Committee re: Town of Acton lift stay motion (.8); memoranda to the Committee re: revised plan documents (.5); exchanged memoranda with R. Douglas re: Bank Debt provisions (.1); exchanged memoranda with C. Troyer re: same (.1); attend to Committee member's comments to the estimation motion (.3); office conferences KP re: Committee member comments to estimation motion and attend to memorandum to the Committee thereon (.2); memorandum to the Committee re: Company's response to Committee on Class 9 treatment issues (.2).	Krieger, A.	2.2
11/10/2004	Review email to Committee regarding interest issue (.2).	Kruger, L.	0.2
11/11/2004	Attend to Committee memorandum re: pending matters (.5); attend to memorandum to the Committee re: 11/12/04 conference call (.1); exchanged memoranda with Committee members (.2).	Krieger, A.	0.8
11/12/2004	Memorandum to the Committee re: Capstone analysis of latest plan proposal (.1); conference call with the Committee and follow up telephone calls T. Maher and Christy Troyer (1.3); memorandum to T. Maher re: Committee members position on Class 9 treatment (.1); attended to memorandum to the Committee re: Town of Acton matter (.9); memorandum to R. Douglas re: interest rate position (.1); exchanged memoranda with Tom Maher re: Committee memorandum (.1); memorandum to the Committee re: status of discussions with Debtors on plan treatment and conference call to discuss (.2); memoranda from Committee members re: 11/15/04 conference call (.2).	Krieger, A.	3.0
11/12/2004	Office conference with A. Krieger and telephone conference with T. Maher and M. Speiser re: POR (.3); telephone conference with Committee Members regarding status and strategy and Sealed Air's position (.6).	Kruger, L.	0.9

DATE	DESCRIPTION	NAME	HOURS
11/12/2004	Telephone conference with Committee Members regarding status and strategy (.9).	Kruger, L.	0.9
11/15/2004	Numerous memoranda to the Committee re: plan documents (1.6); exchanged emails and then conference call with plan working group re: plan treatment for Class 9, disclosure statement information on treatment (.5); conference call meeting of the Committee re: plan treatment and Committee position at today's hearing (.6); memorandum to the Committee re: Judge Fitzgerald's schedule for hearing plan related motions (.2); exchanged additional memoranda with the Committee re: plan documents (.4).	Krieger, A.	3.3
11/17/2004	Attend to Wall Street Journal editorial and memorandum to the Committee re: same (.3); memorandum to the Committee re: Capstone analysis of plan (.2).	Krieger, A.	0.5
11/19/2004	Memorandum to the Committee re: Grace press release re P. Norris.	Krieger, A.	0.1
11/19/2004	Telephone call with D. Siegel regarding resignation of CEO and timetable (.2); telephone call with T. Maher regarding CEO resignation and impact on POR process (.3).	Kruger, L.	0.5
11/21/2004	Attend to memorandum to the Committee re: pending motions scheduled to be heard on December 20, 2004 (.6).	Krieger, A.	0.6
11/22/2004	Attend to memorandum to the Committee re: pending motions (1.9).	Krieger, A.	1.9
11/22/2004	Office conference with K. Pasquale regarding POR issues (.2); review POR with A. Krieger regarding Committee's open issues (.3).	Kruger, L.	0.5
11/22/2004	Review memos to Committee regarding pending motions (.3).	Kruger, L.	0.3
11/23/2004	Attend to memorandum to the Committee re: pending matters (.7).	Krieger, A.	0.7
11/23/2004	Office conference with A. Krieger regarding POR issues and Committee as co-proponent (.2).	Kruger, L.	0.2

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DATE	DESCRIPTION	NAME	HOURS	
11/29/2004	Memorandum to the Committee re: Form 8-K filed by Grace with respect to the federal grand jury investigation (.3); attend to memorandum to the Committee re: pending matters (.4).	Krieger, A.	0.7	
11/29/2004	Office conference with A. Krieger and M. Speiser regarding POR, disclosure document and issues for Committee (.7); telephone calls with E. Ordway and C. Troyer regarding presentation of financial information, issue of warrants - dilution and valuation of equity (.3).	Kruger, L.	1.0	
11/30/2004	Attend to memorandum to the Committee re: pending matters (1.2); telephone conference Ed Ordway re: Lexecon retention (.1); telephone call G. Becker re: Lexecon retention (.1); memorandum to KP, LK re: pending matters memorandum (.1); memorandum to Tom Maher re: same (.1).	Krieger, A.	1.6	
11/30/2004	Review C. Troyer's memo regarding open issues (.2); review A. Krieger's memo regarding Committee issues (.6).	Kruger, L.	0.8	
SUMMARY OF HOURS		HOURS	RATE	TOTAL
Krieger, Arlene		26.0	\$ 525	\$ 13,650.00
Kruger, Lewis		9.0	750	6,750.00
Parra, Rebecca E.		1.0	260	260.00
Pasquale, Kenneth		1.8	575	1,035.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 21,695.00	
TOTAL FOR THIS MATTER			\$ 21,695.00	

RE	Fee Application, Applicant 699843 0018		
DATE	DESCRIPTION	NAME	HOURS
11/01/2004	Revisions to quarterly fee application (1.8); o/c D. Azrilen re: same (.4); o/c A. Krieger re: same (.2); emails and t/c local counsel re: same (.3).	Caskadon, A.	2.7
11/01/2004	Office conferences AC re: expense detail for fourteenth fee application (.3); memorandum to LK re: same (.1); complete preparation of fourteenth quarterly fee application (.6).	Krieger, A.	1.0
11/02/2004	Prepare quarterly; review of back up documentation re: same.	Caskadon, A.	2.5
11/04/2004	Revise quarterly fee application (1.8); o/c D. Azrilen re: same (.4); email A. Krieger re: same (.1).	Caskadon, A.	2.3
11/04/2004	Attend to final form of fee application (.1); office conference AC re: same (.1).	Krieger, A.	0.2
11/10/2004	Finalize and serve Quarterly fee application (2.4); emails local counsel re: same (.3).	Caskadon, A.	2.7
11/16/2004	Review and edit time detail for October.	Caskadon, A.	1.7
11/18/2004	Review and edit October bill per A.Krieger edits.	Caskadon, A.	0.5
11/19/2004	Attend to October fee detail.	Krieger, A.	1.8
11/22/2004	Revisions to October bill.	Caskadon, A.	0.8
11/30/2004	Review October fee statement per accounting changes.	Caskadon, A.	0.7
SUMMARY OF HOURS		HOURS	TOTAL
Caskadon, Alexandra		13.9	\$ 195
Krieger, Arlene		3.0	525
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 4,285.50
TOTAL FOR THIS MATTER			\$ 4,285.50

RE Creditor Inquiries 699843 0019			
DATE	DESCRIPTION	NAME	HOURS
11/02/2004	Telephone call with Creditor regarding adjournment of POR filing date (.2).	Kruger, L.	0.2
11/03/2004	Multiple telephone conferences from Creditors re: status and prospects for legislation (.8).	Pasquale, K.	0.8
11/05/2004	Telephone conference Creditor re: asbestos legislation prospects (.1).	Krieger, A.	0.1
11/08/2004	Attend to inquiry from bank debt holder (.1); memo to M. Greenberg, M. Eichler re: inquiry (.1).	Krieger, A.	0.2
11/09/2004	Telephone call creditor re: case status (.1); response from tax attorneys to bank debt holder's inquiry (.1).	Krieger, A.	0.2
11/10/2004	Telephone call with Creditor regarding timetable of POR (.2).	Kruger, L.	0.2
11/15/2004	Telephone call bank debt holder re: plan terms (.1); telephone call bank debt holder re: plan terms (.2); exchanged memoranda with creditor (.2).	Krieger, A.	0.5
11/16/2004	Exchanged memoranda with bank debt holder re: plan inquiry (.1); extended telephone call re: bank debt holder inquiry on plan, disclosure statement (.5); follow up exchange of memoranda with bank debt holder (.2); telephone call creditor re: plan inquiry (.2); attended to responses to Creditor's inquiries (.8).	Krieger, A.	1.8
11/17/2004	Attend to memoranda with bank debt holder re: plan inquiries.	Krieger, A.	0.2
11/17/2004	Creditor phone calls re POR inquiries (.2).	Kruger, L.	0.2
11/18/2004	Extended telephone call bank debt holder re: plan terms and review same (1.2).	Krieger, A.	1.2
11/19/2004	Telephone conference J. Cohn/Federal Ins. re: plan issues (.3).	Pasquale, K.	0.3

DATE	DESCRIPTION	NAME	HOURS	
11/23/2004	Attention to various Creditor inquiries re: proposed POR (.6).	Pasquale, K.	0.6	
11/29/2004	Telephone conference secured creditor re plan inquiry (.1); telephone conference creditor re: disclosure statement objection process (.1).	Krieger, A.	0.2	
11/29/2004	Telephone call with Creditor regarding impact of prospective indictment.	Kruger, L.	0.2	
11/30/2004	Creditor calls re: plan, estimation process (.9).	Pasquale, K.	0.9	
SUMMARY OF HOURS		HOURS	RATE	TOTAL
Krieger, Arlene		4.4	\$ 525	\$ 2,310.00
Kruger, Lewis		0.8	750	600.00
Pasquale, Kenneth		2.6	575	1,495.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 4,405.00	
TOTAL FOR THIS MATTER			\$ 4,405.00	

RE	Fee Application, Others 699843 0020			
DATE	DESCRIPTION	NAME	HOURS	
11/10/2004	Prepare Notice, Affidavit, and serve September fee application for Capstone Corporate Recovery.	Caskadon, A.	1.6	
11/15/2004	Prepare notice/affidavit and serve Capstone quarterly fee application.	Caskadon, A.	1.6	
11/21/2004	Attend to ZAI claimants' motions to modify orders re: certain quarterly fee applications (.2).	Krieger, A.	0.2	
SUMMARY OF HOURS		HOURS	RATE	TOTAL
Caskadon, Alexandra		3.2	\$ 195	\$ 624.00
Krieger, Arlene		0.2	525	105.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 729.00	
TOTAL FOR THIS MATTER			\$ 729.00	

RE	Expenses	
	699843 0024	
MATTER DISBURSEMENT SUMMARY		
Outside Messenger Service		\$ 121.05
Meals		165.18
Local Transportation		412.58
Long Distance Telephone		2762.15
Duplicating Costs-in House		341.80
Duplicating Costs-Outside		15.60
O/S Information Services		45.62
In House Messenger Service		79.34
Lexis/Nexis		360.53
Travel Expenses - Transportation		938.58
Westlaw		8716.66
Word Processing - Logit		60.00
TOTAL DISBURSEMENTS/CHARGES		\$ 14,019.09
TOTAL FOR THIS MATTER		\$ 14,019.09

RE Investigations 699843 0031			
DATE	DESCRIPTION	NAME	HOURS
11/01/2004	Review subpoenas and target letters.	Berg, M.	0.3
11/01/2004	Conference w/ K. Pasquale (.4); reviewed SEC filings (.8).	Cohen, J.	1.2
11/01/2004	Office conference KP re: discussion with K&E criminal counsel regarding grand jury investigation (.1).	Krieger, A.	0.1
11/02/2004	Research on exceptions to automatic stay.	Parra, R.	7.5
11/03/2004	Conference with K. Pasquale (.4); conference with L. Urgenson (1.0).	Cohen, J.	1.4
11/03/2004	Attend to R. Parra memoranda re: criminal investigations (.2); exchanged memoranda with R. Parra re: case law (.4); memo to KP re: R. Parra memoranda (.1); office conference R. Parra re: additional research re: stay or injunction of criminal investigations, other (.4).	Krieger, A.	1.1
11/03/2004	Research on applicability of automatic stay to criminal actions.	Parra, R.	6.5
11/03/2004	Conference call with L. Urgenson re: status and issues in grand jury investigation (.3).	Pasquale, K.	0.3
11/03/2004	Conference call with D. Siegel re: plan negotiations and grand jury status (.5).	Pasquale, K.	0.5
11/04/2004	Read materials on EPA matter.	Cohen, J.	0.6
11/04/2004	Exchanged memoranda with R. Parra re: research issues (.3); attend to review of case law re: interplay of Sections 362(b), 105, 726(a)(4) of the Code (3.3).	Krieger, A.	3.6
11/04/2004	Research on classification of criminal fines (4.0); review and summarize Debtors' Response to Town of Acton's Motion for Relief from Stay (1.0); research issues raised by Acton matter (2.0).	Parra, R.	7.0
11/05/2004	Memoranda to R. Parra re: additional case law	Krieger, A.	3.2

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DATE	DESCRIPTION	NAME	HOURS
	on issues raised by criminal investigation (.2); office conference R. Parra re: same (.1); attend to case law re: issues raised by investigation (.5); attend to Debtors' motion to advance fees, expenses to employees that are the subject of target letters (.7); memorandum to Jan Baer re: information re: the Debtors' motion for authority to advance payments to individuals (.1); exchanged memorandum with S. Blatnick re: additional information on grand jury investigation and Debtors' motion to advance fees and attend to materials (.6); memoranda to LK, KP re: investigation information (.2); attend to Delaware law re: indemnification of officers and directors, obtaining an undertaking (.8).		
11/10/2004	Attend to PD Committee's objection to Debtor's motion for authority to advance funds (.2); office conference LK re: same (.1); memoranda to KP, MAS re: objection and Committee position (.1).	Krieger, A.	0.4
11/11/2004	Attend to Debtors' submissions in support of motion to advance defense costs to certain employees.	Krieger, A.	0.4
11/15/2004	Reviewed articles (.3); telephone conference with L. Urgenson (.8).	Cohen, J.	1.1
11/16/2004	Reviewed article and filings re: investigation (.4); telephone conference re: same(.6).	Cohen, J.	1.0
11/23/2004	Exchanged memoranda with S. Blatnick re: Debtors proposed revised order to advance defense costs (.2); attend to proposed order and office conference LK re: same (.2); further memo to S. Blatnick, J. Sakalo re: comments to proposed order (.1).	Krieger, A.	0.5
11/24/2004	Attend to memorandum from Jay Sakalo re: further modifications to the revised proposed order authorizing the advancement of fees (.1); exchanged memoranda with LK re: same (.1); exchanged memoranda with S. Blatnick, J. Sakalo re: Debtors' position on proposed further modification (.2).	Krieger, A.	0.4
11/28/2004	Review order re: advancement of fees (.2).	Krieger, A.	0.2

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DATE	DESCRIPTION	NAME	HOURS	
11/29/2004	Research article re: Grand Jury Indictment; t/c library re: same; emails A. Krieger re: same.	Caskadon, A.	0.6	
11/29/2004	Memoranda with KP, LK re: Grace's public filing with respect to the federal grand jury investigation (.2);exchanged memoranda with AC re: NY Times article and public filing (.1); exchanged memoranda with LK re: form of order approving advance of fees and transcript of hearing thereon (.1); exchanged memoranda with S. Blatnick re: proposed form of order (.1).	Krieger, A.	0.5	
11/29/2004	Review Grace's 8K regarding possible indictment (.2); office conference with K. Pasquale regarding possible impact on POR and process of indictment (.2).	Kruger, L.	0.4	
11/30/2004	Attention to press release re: possible indictment (.2); attention to transcript of 11/15 hearing re: indemnification issues (.9).	Pasquale, K.	1.1	
SUMMARY OF HOURS		HOURS	RATE	TOTAL
Berg, Madelaine		0.3	\$ 525	\$ 157.50
Caskadon, Alexandra		0.6	195	117.00
Cohen, Joel		5.3	625	3,312.50
Krieger, Arlene		10.4	525	5,460.00
Kruger, Lewis		0.4	750	300.00
Parra, Rebecca E.		21.0	260	5,460.00
Pasquale, Kenneth		1.9	575	1,092.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 15,899.50	
TOTAL FOR THIS MATTER			\$ 15,899.50	

RE	Plan and Disclosure Statement 699843 0036		
DATE	DESCRIPTION	NAME	HOURS
11/01/2004	Office conference MAS re: plan-related materials including liquidation analysis (.3); memo to C. Troyer re: same (.1); exchanged memoranda with J. Baer re: distribution of the plan-related materials to the Committee (.1); telephone conference C. Troyer re: liquidation analysis, unsecured creditor treatment (.3); attend to review of certain plan related documents (.2).	Krieger, A.	1.0
11/01/2004	Plan related research.	McEachern, M.	3.4
11/01/2004	Telephone conference P. Bentley re: plan and estimation issues (.3); attention to Debtors' revised draft plan and DS (litigation perspective) (2.2).	Pasquale, K.	2.5
11/01/2004	Office conference A. Krieger re: plan issues (.2); work on plan issues (.6); reviewed memo from A. Krieger (.1).	Speiser, M.	0.9
11/02/2004	Attend to review of 10/14/04 drafts of plan documents, disclosure statement (5.2); exchanged memoranda with S. Joffe, MG re: review of plan documents (.1); telephone call C. Troyer and memorandum and updated plan analysis (.2); attend to updated analysis (.1); memorandum to plan working group re: updated analysis (.1).	Krieger, A.	5.7
11/02/2004	Continue plan related research.	McEachern, M.	3.3
11/02/2004	Continued review of draft plan documents, motions, etc. (2.3).	Pasquale, K.	2.3
11/02/2004	Received and reviewed updated recovery analysis (.3); reviewed plan related documents (.4).	Speiser, M.	0.7
11/03/2004	Attend to updated plan analysis (.6); telephone call C. Troyer re: same (.2); extended office conference MAS re: draft plan documents and conference call KP, D. Siegel re: negotiations with other constituents (1.8); telephone call S.	Krieger, A.	3.0

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DATE	DESCRIPTION	NAME	HOURS
	Cunningham re: plan-related matters (.2); office conference R. Parra re: follow-up interest rate issues (.2).		
11/03/2004	Research plan related issues.	McEachern, M.	4.3
11/03/2004	Work on, Plan, Disclosure Statement and related documents and meeting with A. Krieger to review plan related documents (2.8); conference call with K. Pasquale, A. Krieger and David Siegel re: plan status (.5); Committee conference call re: plan (.5).	Speiser, M.	3.8
11/04/2004	Extended telephone call S. Cunningham, C. Troyer re: open questions on plan related information (.7); memorandum to MG, M. Eichler, S. Joffe re: status of plan negotiations and review (.2).	Krieger, A.	0.9
11/04/2004	Continue plan related research.	McEachern, M.	4.3
11/04/2004	Research on interest entitlement (2.0).	Parra, R.	2.0
11/04/2004	Attention to plan issues (.8).	Pasquale, K.	0.8
11/04/2004	Work on plan issues re: governmental action/claims status.	Speiser, M.	1.2
11/05/2004	Exchanged memorandum with KP re: plan negotiations (.1); memorandum to S. Cunningham re: same (.1); attend to interest rate issues (.9); exchanged memoranda with C. Troyer re: discussion with Blackstone (.1); extended telephone conference with C. Troyer re: Blackstone discussion (1.1); exchanged memoranda with R. Parra re: plan-related research memo and case law cited to therein (.8).	Krieger, A.	3.1
11/05/2004	Telephone conference with K. Pasquale regarding his telephone call with D. Siegel regarding proposed new offer from asbestos plaintiffs and likely impact (.3).	Kruger, L.	0.3
11/05/2004	Continue plan related research.	McEachern, M.	3.9
11/05/2004	Research and memo on interest entitlement terms (5.5).	Parra, R.	5.5

DATE	DESCRIPTION	NAME	HOURS
11/05/2004	Telephone conference D. Siegel re: plan status and issues (.3); email re: same (.2); attention to plan issues (.6).	Pasquale, K.	1.1
11/05/2004	Memos from A. Krieger and K. Pasquale re: plan issues (.1); work on claims subordination issues and reviewed materials re: same (.9).	Speiser, M.	1.0
11/07/2004	Attend to Parra memo re: interest entitlement (.2); attend to revised form of glossary of plan terms (1.5); attend to review of plan provisions (1.1); attend to review of interest issues and applicable case law (1.2); attend to Debtors' motion to estimate asbestos claims (.9).	Krieger, A.	4.9
11/08/2004	Attend to revisions to factual section of memorandum on entitlement to interest (.8); memorandum to MAS re: same (.1); attend to proposed plan modifications (.3); attend to draft CMO motion (1.0); office conferences LK re: plan related matters (.3); attend to review of Disclosure Statement comments (.3); office conference MAS re: plan issues and review of credit agreements and case law on post-maturity interest (2.3); memoranda to MAS re: credit agreement terms (.2).	Krieger, A.	5.3
11/08/2004	Review issues raised by POR (.5); telephone call with bank debt holders regarding interest rate on debt (.2); telephone call with T. Maher regarding plan issues, call with D. Siegel and the interest rate issues (.4); office conference with A. Krieger regarding plan related issues (.3).	Kruger, L.	1.4
11/08/2004	Continue plan related research.	McEachern, M.	5.7
11/08/2004	Attention to issue re: proposed POR (.6).	Pasquale, K.	0.6
11/08/2004	Work on plan issues, documents re: treatment under and office conferences A. Krieger re: same (2.5); reviewed R. Parra memo re: plan issues (.8).	Speiser, M.	3.3
11/09/2004	Office conferences LK re: discussions re: treatment of unsecured creditors (.2); telephone calls C. Troyer re: above and additional analyses (.4); conference call T. Maher, C. Troyer re: plan related discussions (.4); office	Krieger, A.	6.0

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DATE	DESCRIPTION	NAME	HOURS
	conference MAS re: plan discussions and interests analysis (.6); attend to review of Dow Corning, Manville and other relevant case law (2.8); telephone conference R. Douglas re: credit agreement terms (.2); attend to R. Parra memorandum on variable interest rates (.1); further telephone calls with C. Troyer re: analysis reflecting Committee position (.2); memo to L. Sinanyan re: inquiry re: circulation of plan documents (.1); review relevant plan provisions of Dow Corning case (.4); exchanged memoranda with KP re: federal judgment rate and case law (.3); attend to memoranda to the Committee re: 11/9 conference call (.2); exchanged memoranda from members of the Committee re: conference call (.1).		
11/09/2004	Continue plan related research.	McEachern, M.	5.9
11/09/2004	Research on variable interests rates for creditors.	Parra, R.	3.0
11/09/2004	Attention to issues re: proposed plan and related legal research (2.3).	Pasquale, K.	2.3
11/09/2004	Work on post-petition interest and related issues (1.4); office conferences and memos and materials from and to A. Krieger and K. Pasquale re: interest rate issues (.6); Committee conference call re: plan (.8).	Speiser, M.	2.8
11/10/2004	Memoranda to KP, MAS re: revised plan documents (.2); memo from KP re: comments to estimation motion (.2); attend to revised Capstone interest analysis (.1); telephone conference C. Troyer re: same and further revisions thereto (.2); attend to revised plan documents including Glossary of Terms and Estimation Motion and plan (1.6); telephone calls C. Troyer re: Debtor's response to Committee on plan terms (.2); memorandum to plan working group re: Debtors' response (.3); office conferences KP re: comments to the revised draft of the estimation motion (.2); telephone call MAS re: plan proposal (.2); attend to review of revised Disclosure Statement (2.6); conference call LK, KP re: company response (.2); telephone calls C.	Krieger, A.	7.0

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DATE	DESCRIPTION	NAME	HOURS
	Troyer re: confirmation of Company's position on economics and modification of the plan documents (.2); exchanged memoranda with L. Sinanyan re: comments to plan documents (.1); office conferences KP re: Disclosure Statement comments, plan terms (.5); telephone conference MAS re: legal issues (.2).		
11/10/2004	Review of reorganization plan, Disclosure document and estimation motion (3.0); office conference with A. Krieger and K. Pasquale regarding C. Troyer's telephone call with P. Zilly regarding interest issue, Debtor's view of interest issue and co-sponsorship (.4); telephone call with bank debt holders regarding interest issue (.3).	Kruger, L.	3.7
11/10/2004	Continue plan related research.	McEachern, M.	5.7
11/10/2004	Attention to revised drafts of plan, DS and related motions provided by Debtors and related issues (5.2); telephone conference M. Chehi re: same (.3).	Pasquale, K.	5.5
11/10/2004	Received and reviewed revised plan documents and memos re: status of treatment of unsecured claims; work on issues and office conference A. Krieger re: interest entitlement for all unsecured claims.	Speiser, M.	3.2
11/11/2004	Attend to Disclosure Statement comments (1.3); attend to plan documents, glossary comments; office conference MAS re: plan comments (.4); attend to solicitation motion (.3); office conference LK re: Committee member's comments (.1); conference call B. Tarola re: Committee's position on plan (.3); attend to bank debt holders letter (.1); extended telephone conference L. Sinanyan re: plan documents (1.4); office conference M. Greenberg, M. Eichler re: comments to tax provisions (.3); additional memorandum to L. Sinanyan re: additional plan, Disclosure Statement comments (.4); attend to tort claimants counter-proposal and memorandum to C. Troyer re: same (.2); telephone conference M. Greenberg, S. Joffe re: additional tax points (.2); attend to Willkie Farr letter re: treatment of bank debt holders and	Krieger, A.	8.3

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DATE	DESCRIPTION	NAME	HOURS
	case law supporting position (2.4); office conferences R. Parra re: review and analysis of case law (.4); office conference MAS are Willkie letter and case law, discussions with Debtors' representatives (.3); exchanged memoranda with C. Troyer re: tort claimants counter proposal, interest rate issues, other (.2).		
11/11/2004	Review of plan and disclosure document (2.2); telephone call with Tarola regarding Sealed Air view, issues, ACC proposal and interest issues (.3); telephone call with significant bank debt holder regarding interest rate (.3); review letter from debt holder's counsel regarding interest rates (.3); office conference A. Krieger regarding interest rate and ACC proposal to Debtor (.3); telephone call with another significant bank debt holder regarding WR Grace POR and interest rate (.2).	Kruger, L.	3.6
11/11/2004	Begin drafting memo regarding plan issues and review cases.	McEachern, M.	4.6
11/11/2004	Research and bullet-point memo evaluating Willkie Farr re: applicable rate of interest (3.0).	Parra, R.	3.0
11/11/2004	Continued attention to latest drafts of Debtors' plan and related filings and related issues (2.4).	Pasquale, K.	2.4
11/11/2004	Reviewed plan documents, work on plan issues raised and alternatives (2.0); office conferences A. Krieger re: comments to plan and plan issues raised by members of unsecured Creditors class (1.6).	Speiser, M.	3.6
11/11/2004	Per request of R. Parra, docket research re: civil court opinions.	Stutman, S.	0.8
11/12/2004	Attend to B. Spiegel memo on plan status (.1); attended to R. Parra memo on Willkie letter case law (.2); memorandum to working plan group re: memorandum on case law addressing bank debt holder position on interest (.1); telephone call Tom Maher re: discussion with P. Norris, R. Tarola re: plan status (.2); office conference LK re: same, analysis of interest issues and comparative analysis of latest plan proposal (.3); conference call with LK, P. Norris, R. Tarola, B. Spiegel, others re: plan	Krieger, A.	4.0

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DATE	DESCRIPTION	NAME	HOURS
	issues and follow up office conference LK re: same (1.1); attend to plan treatment provisions (.6); telephone call MAS re: Class 9 treatment issues and then conference call B. Spiegel, Pam Zilly re: same (.6); office conference LK re: discussion with Debtors' representatives (.2); further telephone conferences B. Spiegel re: Class 9 plan treatment (.1); memos to KP re: status of plan discussions (.2); office conference LK re: Debtors position on plan treatment, and discussion with Committee (.2); memorandum to B. Spiegel re: Dow Corning case law (.1).		
11/12/2004	Continuing review of POR and disclosure document (1.2).	Kruger, L.	1.2
11/12/2004	Office conference with A. Krieger and telephone conference with T. Maher and M. Speiser re: POR (.3); telephone conference with Committee Members regarding status and strategy and Sealed Air's position (.6); telephone call with Schelntz and Tarola regarding POR, interest issue, equity and ACC position (.5); telephone call with M. Sole regarding interest issue (.2); telephone call with M. Chehi regarding status (.2); telephone call with P. Zilly, Bennett, Spiegel and D. Siegel regarding interest issue for unsecured (.4); telephone call with Creditor regarding Equity Committee's position (.3); telephone call with J. Baer regarding POR issues (.2); office conference with A. Krieger regarding POR (.3).	Kruger, L.	2.1
11/12/2004	Draft and revise memo; review cases.	McEachern, M.	6.8
11/12/2004	Reviewed memo re: interest rate issues and work on issue raised (.7); memos to and from A. Krieger re: plan issues (.1); received and reviewed Capstone analyses (.4); received and reviewed letter from Creditors (.1); received and reviewed documents (.4); Committee conference call re: plan (.5); office conference A. Krieger re: interest issues and conference call with Debtors counsel (.6).	Speiser, M.	2.8
11/13/2004	Work on interest issues discussed with Debtors counsel (.4); memo to L. Kruger and A.	Speiser, M.	1.0

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DATE	DESCRIPTION	NAME	HOURS
	Krieger re: interest issues (.6).		
11/14/2004	Attend to plan and related documents filed with the Court, including review of plan and disclosure statement (3.3); exchanged memoranda with LK and MAS re: Debtors' comment on plan and disclosure statement and comments on treatment for Class 9 (.5).	Krieger, A.	3.8
11/14/2004	Attention to plan, DS and related documents filed by Debtors (3.2).	Pasquale, K.	3.2
11/14/2004	Received and commenced review of filed plan documents.	Speiser, M.	1.3
11/15/2004	Attend to plan documents filed by the Debtors (2.3); telephone call S. Joffe re: plan documentation (.1); exchanged memoranda with M. Eichler re: tax issues involving Sealed Air and Fresenius (.4); office conference DW re: treatment issues and case law (.5).	Krieger, A.	3.3
11/15/2004	Conference call with SSL team re: plan issues (.3); conference call with Committee re: same (.4); continued attention to plan and related issues (2.2).	Pasquale, K.	2.9
11/15/2004	Office conferences AGK, LK and KP re: WR Grace chapter 11 plan issues (.5); conference call of Creditors' Committee re: plan (.4); received and reviewed plan related documents (1.0).	Speiser, M.	1.9
11/16/2004	Exchanged memoranda with M. Eichler re: inquiry re: asbestos trust (.2); attend to orders scheduling disclosure statement, solicitation and estimation motion hearings (.1); extended telephone call C. Troyer re: plan-related documents and reconciling financial inconsistencies in the numbers (1.2); and review of revised analysis and selected plan/Disclosure Statement sections (.8).	Krieger, A.	2.3
11/16/2004	Reviewed revised plan documents and work on plan issues re: unsecured claims.	Speiser, M.	1.4
11/17/2004	Attend to revised Capstone analysis of plan (.1); telephone calls C. Troyer re: revised analysis and reconciliation of numbers (.8);	Krieger, A.	1.8

DATE	DESCRIPTION	NAME	HOURS
	office conference LK, KP re: plan negotiations (.1); attend to further revised analysis of plan and memo to plan working group re: same (.2); exchanged memoranda with M. Lastowski re: Coram case (.2); attend to revised memorandum re: reconciliation of numbers (.4).		
11/17/2004	Office conference with K. Pasquale and A. Krieger regarding next steps and strategy (.3).	Kruger, L.	0.6
11/17/2004	Office conference L. Kruger, A. Krieger re: status (.2).	Pasquale, K.	0.2
11/17/2004	Received and reviewed Capstone analysis re: plan documents (.3); office conferences A. Krieger re: status of plan negotiations (.2).	Speiser, M.	0.5
11/18/2004	Office conferences K. Pasquale re: preparation of objections to pending motions (.2); memorandum to C. Troyer re: plan terms (.2); telephone call C. Troyer re: same (.2); attend to solicitation motion (.6).	Krieger, A.	1.2
11/18/2004	Attention to Capstone's analysis of Debtors' POR (.3); attention to estimation motion and response thereto (1.0).	Pasquale, K.	1.3
11/18/2004	Work on issues re treatment of unsecured creditors (.6).	Speiser, M.	0.6
11/19/2004	Attend to solicitation motion (1.8); attend to disclosure statement objections, form of ballots having additional provisions (1.4).	Krieger, A.	3.2
11/19/2004	Attention to case management motion (.3).	Kruger, L.	0.3
11/19/2004	Attention to issues re: estimation and case management motions (.8).	Pasquale, K.	0.8
11/19/2004	Work on plan issues re: treatment of unsecured claims.	Speiser, M.	1.7
11/21/2004	Review of POR as filed with disclosure statement and estimation motion (2.8).	Kruger, L.	2.8
11/22/2004	Memorandum to R. Douglas re: Solicitation Motion inquiry (.1); telephone calls R. Douglas re: solicitation process for bank debt holders	Krieger, A.	0.7

DATE	DESCRIPTION	NAME	HOURS
	and notes thereon (.6).		
11/22/2004	Office conference Kruger re: plan issues (.2); legal research re: same (.4).	Pasquale, K.	0.6
11/22/2004	Reviewed plan documents and office conference A. Krieger re: solicitation motion.	Speiser, M.	1.4
11/23/2004	Telephone conference C. Troyer re: interest computations (.4); attend to solicitation motion (.5); extended office conference MAS re: solicitation motion (1.4); attend to plan-related memoranda (1.2); office conference LK re: substance of call with Jan Baer and memorandum to MAS, KP re: same (.2).	Krieger, A.	3.7
11/23/2004	Telephone call with J. Baer regarding prospect of Committee becoming co-proponent and open issues (.3).	Kruger, L.	0.3
11/23/2004	Attention to plan issues and attendant research (1.2).	Pasquale, K.	1.2
11/23/2004	Work on plan issues and Disclosure Statement issues and office conferences A. Krieger re: plan/Disclosure issues.	Speiser, M.	2.1
11/24/2004	Exchanged memoranda with L.Chambers re: plan-related trust documentation (.4); telephone conference C. Troyer re: interest computation (.1); exchanged memoranda with R. Douglas re: discussion re: interest rates (.1); office conference R.Parra re: case law research on claims (.2).	Krieger, A.	0.8
11/24/2004	Attention to Debtors' motion to extend exclusivity (.3).	Pasquale, K.	0.3
11/24/2004	Received and reviewed exclusivity motions (.1); reviewed plan and disclosure documents and comments to same (2.4).	Speiser, M.	2.5
11/28/2004	Review DS in preparation for preparing objection to adequacy thereof (3.8).	Krieger, A.	3.8
11/28/2004	Work on plan and disclosure statement issues and alternatives for unsecured creditors.	Speiser, M.	2.3
11/29/2004	Memoranda to plan working group re: Debtors'	Krieger, A.	5.2

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DATE	DESCRIPTION	NAME	HOURS
	motion to the District Court to refer jurisdiction over the Sealed Air Settlement motion and asbestos PI Claims case management pleadings to the Bankruptcy Court (.3); attend to outline of outstanding plan comments (1.7); extended office conferences MAS, LK and then w/ MAS re: outstanding plan and disclosure statement comments (2.5); attend to solicitation case law (.7).		
11/29/2004	Telephone call with J. Baer regarding our memo of issues and call to resolve open issues (.3).	Kruger, L.	0.3
11/29/2004	Research on voting and claims.	Parra, R.	6.0
11/29/2004	Attention to Debtors' motion to refer Sealed Air settlement, etc. to bankruptcy court (.8).	Pasquale, K.	0.8
11/29/2004	Work on plan issues and objection to disclosure statement; office conference L. Kruger and A. Krieger re plan and disclosure statement issues; telephone conference Capstone, LK and AK.	Speiser, M.	6.9
11/30/2004	Address claim voting issue.	Keller, R.	0.2
11/30/2004	Office conference MAS re: case law on solicitation (.2); telephone call G. Becker re: plan discussions (.1); office conference KP re: disclosure statement pleadings, plan and substance of conversation with G. Becker (.2); memorandum to the plan working group re: conversation with G. Becker (.1); office conference J. Thomison re: case law research (.3); exchanged memoranda with R. Parra re: case law research (.1); telephone call C. Troyer re memorandum on plan-related issues (.3); telephone call and exchanged memoranda with J. Baer re: plan discussion and Friday call to discuss (.2); memorandum to plan working group re: J. Baer message (.1); attend to memorandum setting forth comments to the plan documents (4.4); extended telephone calls C. Troyer re: plan and disclosure statement comments (1.6); telephone call MAS re: R. Parra research (.1).	Krieger, A.	7.7
11/30/2004	Research on voting and claims.	Parra, R.	5.0

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11/30/2004	Attention to Capstone's analysis of plan and DS and underlying issues (1.6).	Pasquale, K.	1.6
11/30/2004	Work on plan and disclosure statement issues and office conferences A. Krieger re: same (.6); and memo from Capstone (1.8).	Speiser, M.	2.4
11/30/2004	Research on plan solicitation and on 1129(a)(10).	Thomison, J.	3.6
11/30/2004	O/c A. Krieger re: research and status of case.	Thomison, J.	0.3
SUMMARY OF HOURS		HOURS	TOTAL
Keller, Robin		0.2	\$ 695
Krieger, Arlene		86.7	525
Kruger, Lewis		16.6	750
McEachern Mary E		47.9	395
Parra, Rebecca E.		24.5	260
Pasquale, Kenneth		30.4	575
Speiser, Mark		49.3	695
Stutman, Sarah		0.8	195
Thomison, Jessamy K.		3.9	260
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 136,310.50	
TOTAL FOR THIS MATTER		\$ 136,310.50	

RE	Hearings 699843 0037			
DATE	DESCRIPTION	NAME	HOURS	
11/04/2004	Attend to review of Transcript of October 21, 2004 hearings (.4).	Krieger, A.	0.4	
11/08/2004	Attend to 11/15/04 agenda notice (.1).	Krieger, A.	0.1	
11/09/2004	Review agenda for court hearing (.2).	Kruger, L.	0.2	
11/10/2004	Attend to amended agenda notice for 11/25/04 hearings (.1).	Krieger, A.	0.1	
11/11/2004	Attend to amended agenda notice for November 15, 2005 hearings (.1).	Krieger, A.	0.1	
11/15/2004	Telephonic attendance of first portion of hearing discussing the plan and related motions filed by the Debtors (.5); exchanged memoranda with M. Lastowski re: Court's hearing on plan-related matters (.2).	Krieger, A.	0.7	
11/15/2004	In court before Judge Fitzgerald regarding POR, estimation, confirmation and disclosure and Acton claim (2.2); reading POR and Disclosure document (3.8); telephone conference with K. Pasquale, M. Speiser and A. Krieger regarding POR, Committee issues on interest, POR proposal and Disclosure document comment (.3); telephone conference with non-committee creditors (.3).	Kruger, L.	6.6	
11/17/2004	Office conference LK re: 11/15/04 hearings before Judge Fitzgerald (.1).	Krieger, A.	0.1	
11/24/2004	Attend to transcript from November 15, 2004 hearings (2.3).	Krieger, A.	2.3	
SUMMARY OF HOURS		HOURS	RATE	TOTAL
Krieger, Arlene		3.8	\$ 525	\$ 1,995.00
Kruger, Lewis		6.8	750	5,100.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 7,095.00	
TOTAL FOR THIS MATTER			\$ 7,095.00	

RE	Employment Applications - Others 699843 0040		
DATE	DESCRIPTION	NAME	HOURS
11/18/2004	Attend to Debtors' motion to employ Judge Thieme as mediator (.2).	Krieger, A.	0.2
11/19/2004	Exchanged memoranda with DW re: terms of engagement of mediator for ADR program in USG (.1); exchanged memoranda with Sam Blatnick re: indemnification proposed to be provided to mediator (.2); attend to USG mediation pleadings (.2).	Krieger, A.	0.5
11/21/2004	Attend to D. Austern's motion to employ Tillinghast (.4).	Krieger, A.	0.4
11/21/2004	Attend to Debtors' motion to employ Deloitte Tax LLP as tax service providers (.2).	Krieger, A.	0.2
11/22/2004	Exchanged memoranda with M. Atlas re: proposed retention of Tillinghast (.1); attend to terms of engagement of Debtors' proposed mediator (.5); exchanged memoranda with R. Parra re: same (.1).	Krieger, A.	0.7
11/24/2004	Exchanged memoranda with C. Troyer re: proposed Lexecon LLC retention (.2).	Krieger, A.	0.2
11/29/2004	Exchanged memoranda with KP re: proposed indemnification for mediator (.2).	Krieger, A.	0.2
11/30/2004	Exchanged memoranda with S. Blatnick re: Debtors' position on comments given to mediator appointment motion (.3).	Krieger, A.	0.3
SUMMARY OF HOURS		HOURS	TOTAL
Krieger, Arlene		2.7	\$ 525 \$ 1,417.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 1,417.50
TOTAL FOR THIS MATTER			\$ 1,417.50

RE	Relief from Stay Proceedings 699843 0041			
DATE	DESCRIPTION	NAME	HOURS	
11/08/2004	Attend to Town of Acton's motion for stay relief and case law and statutory support cited to therein (1.7); attend to Debtors' response in opposition (.4).	Krieger, A.	2.1	
11/08/2004	Review of Town of Acton's pleadings (.3).	Kruger, L.	0.3	
11/09/2004	Complete review of Debtors' response to lift stay motion by Town of Acton and relevant case law (.4); attend to Town of Acton's motion for leave to reply (.2).	Krieger, A.	0.6	
SUMMARY OF HOURS		HOURS	RATE	TOTAL
Krieger, Arlene		2.7	\$ 525	\$ 1,417.50
Kruger, Lewis		0.3	750	225.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 1,642.50	
TOTAL FOR THIS MATTER			\$ 1,642.50	

RE	Tax Issues 699843 0047		
DATE	DESCRIPTION	NAME	HOURS
11/01/2004	Discussion with M. Greenberg and A. Krieger re: motion restricting trading.	Eichler, M.	0.8
11/01/2004	Review equity trading motion (.7); analysis and discussion with ME re: same and 382 definition of debt (.8); e-mails with AK (.2).	Greenberg, M.	1.7
11/01/2004	Attend to review of Debtors' motion to restrict equity transfers (.7); office conference M. Greenberg, M. Eichler re: terms of motion and proposed modification (.2); further exchange of memoranda re: same (.2).	Krieger, A.	1.1
11/02/2004	E-mails with A. Krieger, S. Joffe and review motions re: limits on trading (.9); analysis re: authority re: same (.5).	Greenberg, M.	1.4
11/02/2004	Exchanged memoranda with M. Greenberg re: Debtors' motion to restrict equity transfers (.5).	Krieger, A.	0.5
11/03/2004	E-mails re: motion on trading.	Greenberg, M.	0.4
11/03/2004	Attend to memo to Jan Baer re: requested modification to final order restructuring transfers of stock, related questions (.3).	Krieger, A.	0.3
11/04/2004	Reviewing and commenting on memo prepared by A. Krieger re: Motion to restrict trading in equity securities of Grace.	Eichler, M.	1.4
11/04/2004	E-mails and analysis re: equity trading limitations (.5); review and comment on AK memo (.4); e-mails and discussion with Joffe re: various tax issues (.4).	Greenberg, M.	1.3
11/04/2004	Exchanged memoranda with Jan Baer re: requested modification to Interim Order on equity transfer restriction motion, and additional questions thereon (.2); memoranda to M. Greenberg, M. Eichler re: information responses (.3).	Krieger, A.	0.5
11/09/2004	Reviewing plan and DS.	Eichler, M.	0.7

DATE	DESCRIPTION	NAME	HOURS
11/10/2004	T/c with S. Joffe and A. Kreiger re: revised Plan and DS (.5); reviewing revised Plan and DS (.8).	Eichler, M.	1.3
11/10/2004	Review materials.	Greenberg, M.	0.4
11/10/2004	Memorandum to S. Blatnick re: revision of order to include Committee's requested modification to interim order establishing notice and objection process in respect of certain equity transfers (.1); exchanged memoranda with J. Baer re: same (.1).	Krieger, A.	0.2
11/11/2004	Reviewing revised DS (1.5); discussing comments with M. Greenberg and A. Krieger (1.5).	Eichler, M.	3.0
11/11/2004	Review revised documents and analysis and comments re: same (3.5); discussions with Eichler, Krieger and Joffe re: same (1.6).	Greenberg, M.	5.1
11/11/2004	Exchanged memoranda with S. Blatnick re: submission of revised interim order reflecting Committee's comments to order in respect of restricting equity transfers (.1).	Krieger, A.	0.1
11/12/2004	Exchanged memoranda with M. Lastowski re: proposed revision to interim order restricting certain transfers of equity (.2).	Krieger, A.	0.2
11/15/2004	E-mail communications with A. Krieger re: tax treatment of Fresenius and Sealed Air settlement payments.	Eichler, M.	0.4
11/15/2004	Review plan and disclosure document re: tax issues and e-mails re: settlement agreements.	Greenberg, M.	1.8
11/16/2004	Reviewing latest draft of DS.	Eichler, M.	1.2
11/23/2004	Attend to article on NOL and memo to M. Greenberg, M. Eichler re: same (.2).	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Eichler, Mark	8.8	\$ 480	\$ 4,224.00
Greenberg, Mayer	12.1	575	6,957.50
Krieger, Arlene	3.1	525	1,627.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 12,809.00	

TOTAL FOR THIS MATTER	\$ 12,809.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 218,608.50
TOTAL DISBURSEMENTS/CHARGES	\$ 14,019.09
TOTAL BILL	\$ 232,627.59

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

WR GRACE & CO
DISBURSEMENT SUMMARY
NOVEMBER 1, 2004 - NOVEMBER 30, 2004

Outside Messenger Service	\$ 121.05
Meals	165.18
Local Transportation	412.58
Long Distance Telephone	2,762.15
Duplicating Costs-in House	341.80
Duplicating Costs-Outside	15.60
O/S Information Serices	45.62
In House Messenger Service	79.34
Lexis/Nexis	360.53
Travel Expenses - Transportation	938.58
Westlaw	8,716.66
Word Processing - Logit	60.00
TOTAL	\$ 14,019.09

STROOCK

DISBURSEMENT REGISTER

DATE	January 5, 2005
INVOICE NO.	337851
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED for the period through November 30, 2004, including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
11/02/2004	VENDOR: UPS; INVOICE#: 0000010X827424; DATE: 10/16/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270195367634 ON 10/14/04	8.00
11/02/2004	VENDOR: UPS; INVOICE#: 0000010X827424; DATE: 10/16/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Virginia Akin Duane Morris LLP, 1100 North Market Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270196171816 ON 10/14/04	6.03
11/02/2004	VENDOR: UPS; INVOICE#: 0000010X827424; DATE: 10/16/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Frank J. Perch, Esq. Office of the US Trustee (D, 844 N King Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270196481428 ON 10/14/04	6.03
11/02/2004	VENDOR: UPS; INVOICE#: 0000010X827424; DATE: 10/16/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO David B. Siegal WR Grace & Co., 7500 Grace Drive, COLUMBIA, MD 21044 Tracking #:1Z10X8270197426441 ON 10/14/04	6.03
11/10/2004	VENDOR: UPS; INVOICE#: 0000010X827464; DATE: 11/13/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Virginia Akin Duane Morris LLP, 1100 North Market Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270190474312	7.51
11/10/2004	VENDOR: UPS; INVOICE#: 0000010X827464; DATE: 11/13/04 STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI 180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM SSL-DOCS1 1529983v1	7.51

DATE	DESCRIPTION	AMOUNT
	FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO David B. Siegal WR Grace & Co., 7500 Grace Drive, COLUMBIA, MD 21044 Tracking #:1Z10X8270190818745	
11/10/2004	VENDOR: UPS; INVOICE#: 0000010X827464; DATE: 11/13/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270192047137	10.34
11/10/2004	VENDOR: UPS; INVOICE#: 0000010X827464; DATE: 11/13/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Frank J. Perch, Esq. Office of the US Trustee (D, 844 N King Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270193420329	7.51
11/10/2004	VENDOR: UPS; INVOICE#: 0000010X827464; DATE: 11/13/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Virginia Akin Duane Morris LLP, 1100 North Market Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270196003524	6.12
11/10/2004	VENDOR: UPS; INVOICE#: 0000010X827464; DATE: 11/13/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Frank J. Perch, Esq. Office of the US Trustee (D, 844 N King Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270196215733	6.12
11/10/2004	VENDOR: UPS; INVOICE#: 0000010X827464; DATE: 11/13/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO David B. Siegal WR Grace & Co., 7500 Grace Drive, COLUMBIA, MD 21044 Tracking #:1Z10X8270198793954	6.12
11/10/2004	VENDOR: UPS; INVOICE#: 0000010X827464; DATE: 11/13/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270199160546	8.11
11/24/2004	UPS 7-19-04 Frank J.Perch,Esq Office of the U.S Trustee	5.92
11/24/2004	UPS 7-19-04 Virginia Akin Duane Morris LLP	5.92
11/24/2004	UPS 7-19-04 David B.Siegal WR Grace & Co.	5.92
11/24/2004	UPS 7-19-04 W.H.Smith Warren H.Smith & Associates	7.86
11/24/2004	UPS Warren H.Smith Warren H.Smith & Associates	10.00
Outside Messenger Service Total		121.05
Meals		
11/03/2004	VENDOR: Seamless Web; INVOICE#: 54226; DATE: 11/03/04 - Hale & Hearty Soups (Maiden Lane); Ordered on 10/25/04;	12.61

DATE	DESCRIPTION	AMOUNT
11/03/2004	VENDOR: Seamless Web; INVOICE#: 54226; DATE: 11/03/04 - Pound and Pence; Ordered on 10/25/04;	21.81
11/17/2004	VENDOR: Seamless Web; INVOICE#: 55315; DATE: 11/10/04 - Bennie's Thai Cafe; Ordered on 11/04/04;	14.79
11/17/2004	VENDOR: Seamless Web; INVOICE#: 55315; DATE: 11/10/04 - Ichiro (Formerly Ginji); Ordered on 11/02/04;	20.31
11/17/2004	VENDOR: Seamless Web; INVOICE#: 55315; DATE: 11/10/04 - Okura (Downtown); Ordered on 11/03/04;	15.96
11/17/2004	VENDOR: Seamless Web; INVOICE#: 55797; DATE: 11/17/04 - China Chalet; Ordered on 11/11/04;	19.14
11/17/2004	VENDOR: Seamless Web; INVOICE#: 55797; DATE: 11/17/04 - Okura (Downtown); Ordered on 11/11/04;	22.65
11/29/2004	VENDOR: Seamless Web; INVOICE#: 56186; DATE: 11/24/04 - Il Mattone; Ordered on 11/15/04;	20.98
11/29/2004	VENDOR: Seamless Web; INVOICE#: 56186; DATE: 11/24/04 - Europa Cafe (199 Water St.); Ordered on 11/17/04;	16.93
Meals Total		165.18
Local Transportation		
11/04/2004	NYC Two Ways Inc. STRAUSS 10/18/04 22:09 M from LAG Airport to W 23 ST	84.72
11/04/2004	NYC Two Ways Inc. STRAUSS 10/19/04 22:30 M from 180 MAIDEN to W 23 ST	23.62
11/15/2004	Elite Limousine THOMSON 10/25/04 21:30 from 180 MAIDEN LN to 705 CARROLL ST	32.64
11/16/2004	NYC Two Ways Inc. THOMSON 10/27/04 20:52 M from 180 MAIDEN to VAN BRUNT	50.88
11/16/2004	NYC Two Ways Inc. SPEISER 11/01/04 08:13 M from 525 E 80 ST to 180 MAIDEN	30.09
11/22/2004	NYC Two Ways Inc. KRIEGER 11/08/04 08:50 M from 10 EAST EN to 180 MAIDEN	30.09
11/22/2004	NYC Two Ways Inc. KRIEGER 11/03/04 12:00 M from 767 3 AVE to 180 MAIDEN	27.15

DATE	DESCRIPTION	AMOUNT
11/29/2004	NYC Two Ways Inc. MCEACHERN 11/11/04 20:49 M from 180 MAIDEN to 180 MAIDEN	20.30
11/29/2004	NYC Two Ways Inc. KRIEGER 11/11/04 22:00 M from 180 MAIDEN to E 89 ST	30.09
11/29/2004	NYC Two Ways Inc. KRIEGER 11/15/04 08:43 M from 10 EAST EN to 180 MAIDEN	30.09
11/29/2004	NYC Two Ways Inc. KRIEGER 11/10/04 22:08 M from 180 MAIDEN to E 79 ST	29.11
11/29/2004	NYC Two Ways Inc. MCEACHERN 11/09/04 20:45 M from 180 MAIDEN to W 10 ST	20.30
11/30/2004	VENDOR: Petty Cash; INVOICE#: 11/23/04; DATE: 11/30/2004 - 11/15/04 NY PETTY CASH L.KRUGER	3.50

Local Transportation Total 412.58

Long Distance Telephone

11/02/2004	EXTN.3544, TEL.201-587-7128, S.T.12:07, DUR.00:18	0.38
11/02/2004	EXTN.5544, TEL.201-587-7128, S.T.13:54, DUR.03:30	1.52
11/02/2004	EXTN.5544, TEL.704-376-8101, S.T.16:31, DUR.01:18	0.76
11/02/2004	EXTN.5544, TEL.202-736-1234, S.T.16:34, DUR.02:54	1.14
11/02/2004	EXTN.5562, TEL.410-531-4170, S.T.09:45, DUR.00:24	0.38
11/02/2004	EXTN.6495, TEL.302-252-2900, S.T.11:50, DUR.00:48	0.38
11/02/2004	EXTN.6495, TEL.302-657-4924, S.T.10:38, DUR.10:30	4.18
11/02/2004	EXTN.6495, TEL.302-657-4924, S.T.11:53, DUR.00:18	0.38
11/02/2004	EXTN.6495, TEL.302-657-4924, S.T.15:29, DUR.01:06	0.76
11/05/2004	VENDOR: Deraventures, Inc.; INVOICE#: 11030-02201-04; DATE: 11/5/2004 - Charges for Telecommunications Services	2,641.94
11/09/2004	EXTN.5544, TEL.201-587-7114, S.T.15:12, DUR.00:42	0.38
11/09/2004	EXTN.5544, TEL.202-736-1234, S.T.10:20, DUR.02:12	1.14
11/09/2004	EXTN.5562, TEL.202-879-5145, S.T.10:30, DUR.00:54	0.38
11/09/2004	EXTN.5562, TEL.410-531-4170, S.T.10:33, DUR.31:18	12.16

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DATE	DESCRIPTION	AMOUNT
11/09/2004	EXTN.5562, TEL.410-531-4170, S.T.18:14, DUR.00:36	0.38
11/09/2004	EXTN.5760, TEL.973-424-2037, S.T.14:08, DUR.00:36	0.38
11/09/2004	EXTN.5007, TEL.201-587-7128, S.T.09:39, DUR.07:54	3.04
11/15/2004	EXTN.3430, TEL.312-861-2162, S.T.11:22, DUR.01:00	0.38
11/15/2004	EXTN.3544, TEL.201-587-7128, S.T.11:25, DUR.05:12	2.28
11/15/2004	EXTN.3544, TEL.201-587-7128, S.T.16:53, DUR.01:24	0.76
11/15/2004	EXTN.3544, TEL.201-587-7128, S.T.15:35, DUR.03:54	1.52
11/15/2004	EXTN.5430, TEL.312-861-2124, S.T.11:20, DUR.00:42	0.38
11/15/2004	EXTN.5431, TEL.410-531-4170, S.T.11:25, DUR.01:30	0.76
11/15/2004	EXTN.5431, TEL.302-657-4942, S.T.11:34, DUR.01:30	0.76
11/15/2004	EXTN.5431, TEL.201-587-7128, S.T.11:41, DUR.08:24	3.42
11/15/2004	EXTN.5431, TEL.410-531-4170, S.T.12:52, DUR.01:36	0.76
11/15/2004	EXTN.5544, TEL.201-587-7128, S.T.10:53, DUR.00:36	0.38
11/15/2004	EXTN.5544, TEL.201-587-7128, S.T.11:03, DUR.21:18	8.36
11/15/2004	EXTN.5544, TEL.201-587-7128, S.T.12:30, DUR.09:24	3.80
11/15/2004	EXTN.5544, TEL.201-587-7128, S.T.10:17, DUR.08:30	3.42
11/15/2004	EXTN.5544, TEL.213-680-8209, S.T.14:04, DUR.00:48	0.38
11/15/2004	EXTN.5544, TEL.213-680-8209, S.T.14:54, DUR.00:30	0.38
11/15/2004	EXTN.5544, TEL.213-680-8209, S.T.15:11, DUR.1:04:42	24.70
11/15/2004	EXTN.5544, TEL.302-657-4942, S.T.12:57, DUR.01:42	0.76
11/15/2004	EXTN.5544, TEL.213-680-8400, S.T.15:51, DUR.00:36	0.38
11/15/2004	EXTN.5544, TEL.213-680-8400, S.T.15:52, DUR.07:00	2.66
11/15/2004	EXTN.5562, TEL.302-651-3160, S.T.14:11, DUR.00:24	0.38
11/15/2004	EXTN.5562, TEL.302-354-1631, S.T.15:58, DUR.15:12	6.08

DATE	DESCRIPTION	AMOUNT
11/15/2004	EXTN.5562, TEL.908-507-1632, S.T.10:18, DUR.00:18	0.38
11/15/2004	EXTN.5760, TEL.302-657-4942, S.T.17:13, DUR.02:24	1.14
11/15/2004	EXTN.5760, TEL.302-652-4100, S.T.17:15, DUR.00:48	0.38
11/22/2004	EXTN.5544, TEL.201-587-7128, S.T.12:32, DUR.01:06	0.76
11/22/2004	EXTN.5544, TEL.203-862-8255, S.T.16:31, DUR.03:12	1.52
11/22/2004	EXTN.5544, TEL.201-587-7128, S.T.10:46, DUR.00:18	0.38
11/22/2004	EXTN.5544, TEL.201-587-7128, S.T.11:07, DUR.34:48	13.30
11/22/2004	EXTN.5544, TEL.201-587-7128, S.T.17:38, DUR.08:00	3.04
11/22/2004	EXTN.5562, TEL.205-254-1070, S.T.15:09, DUR.03:30	1.52
11/24/2004	VENDOR: Lewis Kruger; INVOICE#: LK11/22; DATE: 11/24/2004 - 10/04 - 11/04 CLIENT PHONE CHARGES	7.35

Long Distance Telephone Total**2,762.15****Duplicating Costs-in House**

11/01/2004		14.40
11/02/2004		2.10
11/04/2004		0.30
11/04/2004		0.30
11/08/2004		0.20
11/10/2004		0.40
11/10/2004		7.50
11/10/2004		0.30
11/10/2004		33.00
11/14/2004		252.70
11/15/2004		0.30
11/23/2004	on 11/16/2004	1.80
11/23/2004	on 11/17/2004	7.70

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DATE	DESCRIPTION	AMOUNT
11/23/2004	on 11/18/2004	14.20
11/23/2004	on 11/19/2004	1.10
11/29/2004		1.00
11/30/2004		3.90
11/30/2004		0.20
11/30/2004		0.20
11/30/2004		0.20
Duplicating Costs-in House Total		341.80
Duplicating Costs-Outside		
11/19/2004	VENDOR: Virtual Docket.com; INVOICE#: 9861; DATE: 10/31/2004	15.60
Duplicating Costs-Outside Total		15.60
O/S Information Services		
11/30/2004	VENDOR: Global Securities Information, Inc; INVOICE#: IN000172345; DATE: 10/31/2004 D Sahmrakov 10/4/04	45.62
O/S Information Services Total		45.62
In House Messenger Service		
11/16/2004	Early Bird Messenger 11/04/04 Vehicle Rush from Speiser, Mark to RES- MARK SPEISER, 525 E 80TH ST	28.57
11/16/2004	Early Bird Messenger 11/05/04 Vehicle Standard from Firm to RES- ARLENE KRAGER, 10 EAST END AVE	23.27
11/29/2004	Early Bird Messenger 11/10/04 Bike Standard from Krieger, Arlene to RES-MARK SPEISER, 525 E 80TH ST	13.75
11/29/2004	Early Bird Messenger 11/10/04 Bike Standard from Krieger, Arlene to RES-MARK SPEISER, 525 E 80TH ST	13.75
In House Messenger Service Total		79.34
Lexis/Nexis		
11/01/2004	Research on 09/27/04	41.75
11/02/2004	Research on 10/29/04	57.62

DATE	DESCRIPTION	AMOUNT
11/02/2004	Research on 10/29/04	20.68
11/02/2004	Research on 10/30/04	24.02
11/09/2004	Research on 10/31/04	14.31
11/09/2004	Research on 11/01/04	23.69
11/09/2004	Research on 11/02/04	82.89
11/09/2004	Research on 11/04/04	75.25
11/09/2004	Research on 11/05/04	20.29
11/09/2004	Research on 11/01/04	0.03
Lexis/Nexis Total		360.53
Travel Expenses - Transportation		
11/03/2004	VENDOR: Ken Pasquale; INVOICE#: 10/27/04; DATE: 11/3/2004 - 10/25/04 TRAVEL TO WILMINGTON, DE FOR COURT HEARING - MILEAGE, TOLLS AND PARKING	47.38
11/15/2004	Chase Business card Inv.102604 Date 10/26/04 visa charge credit on Amtrak L Kruger 8/23/04 NY Penn to Wilmington, DE	-25.00
11/22/2004	AMEX STRAUSS/JOSEPH on 10/07/2004	47.00
11/22/2004	AMEX STRAUSS/JOSEPH LGA PIT LGA on 10/07/2004	869.20
Travel Expenses - Transportation Total		938.58
Westlaw		
11/01/2004	Research on 10/08/04; Duration 0:00:00; By Krieger, Arlene	17.50
11/01/2004	Research on 10/12/04; Duration 0:00:00; By Krieger, Arlene	118.25
11/01/2004	Research on 10/13/04; Duration 0:09:09; By Speiser, Mark	81.45
11/01/2004	Research on 10/19/04; Duration 0:00:00; By Krieger, Arlene	89.50
11/01/2004	Research on 10/20/04; Duration 0:00:00; By Krieger, Arlene	68.00
11/01/2004	Research on 10/21/04; Duration 0:07:18; By Speiser, Mark	69.22
11/01/2004	Research on 10/24/04; Duration 0:20:24; By Speiser, Mark	176.39
11/01/2004	Research on 10/20/04; Duration 0:01:32; By Pasquale, Kenneth	16.07

DATE	DESCRIPTION	AMOUNT
11/01/2004	Research on 10/20/04; Duration 0:24:31; By Pasquale, Kenneth	153.21
11/01/2004	Research on 10/21/04; Duration 0:08:34; By Pasquale, Kenneth	112.55
11/01/2004	Research on 10/22/04; Duration 0:00:00; By Thomison, Jessamy K.	481.75
11/02/2004	Research on 10/25/04; Duration 0:04:41; By Krieger, Arlene	55.27
11/02/2004	Research on 10/24/04; Duration 0:20:24; By Speiser, Mark	176.39
11/02/2004	Research on 10/29/04; Duration 0:17:05; By Pasquale, Kenneth	177.23
11/02/2004	Research on 10/26/04; Duration 0:02:02; By Pasquale, Kenneth	19.18
11/02/2004	Research on 10/27/04; Duration 0:50:48; By McEachern Mary E	490.40
11/02/2004	Research on 10/29/04; Duration 0:15:25; By Kaufman, Eric	147.29
11/02/2004	Research on 10/25/04; Duration 0:00:00; By Thomison, Jessamy K.	147.00
11/02/2004	Research on 10/26/04; Duration 0:00:00; By Thomison, Jessamy K.	40.25
11/02/2004	Research on 10/27/04; Duration 0:00:00; By Thomison, Jessamy K.	132.00
11/09/2004	Research on 11/04/04; Duration 0:00:00; By Krieger, Arlene	166.25
11/09/2004	Research on 11/05/04; Duration 0:00:00; By Krieger, Arlene	106.00
11/09/2004	Research on 10/31/04; Duration 0:15:19; By Speiser, Mark	178.74
11/09/2004	Research on 11/01/04; Duration 0:11:59; By Pasquale, Kenneth	170.09
11/09/2004	Research on 11/03/04; Duration 0:02:13; By Pasquale, Kenneth	49.15
11/09/2004	Research on 11/02/04; Duration 0:03:04; By McEachern Mary E	38.65
11/09/2004	Research on 11/05/04; Duration 0:07:57; By McEachern Mary E	131.47
11/09/2004	Research on 11/02/04; Duration 2:00:54; By Parra, Rebecca E.	954.45
11/09/2004	Research on 11/03/04; Duration 1:25:41; By Parra, Rebecca E.	629.52
11/09/2004	Research on 11/04/04; Duration 2:40:26; By Parra, Rebecca E.	1,292.57
11/09/2004	Research on 11/05/04; Duration 0:45:14; By Parra, Rebecca E.	440.34
11/09/2004	Research on 11/01/04; Duration 0:00:00; By Thomison, Jessamy K.	116.00
11/16/2004	Research on 11/08/04; Duration 0:15:07; By Speiser, Mark	139.09

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DATE	DESCRIPTION	AMOUNT
11/16/2004	Research on 11/09/04; Duration 0:13:13; By Pasquale, Kenneth	169.07
11/16/2004	Research on 11/08/04; Duration 0:23:51; By McEachern Mary E	371.20
11/16/2004	Research on 11/10/04; Duration 0:41:37; By McEachern Mary E	322.48
11/16/2004	Research on 11/11/04; Duration 0:00:39; By McEachern Mary E	12.48
11/16/2004	Research on 11/12/04; Duration 0:00:00; By McEachern Mary E	5.50
11/16/2004	Research on 11/09/04; Duration 1:05:21; By Parra, Rebecca E.	499.41
11/16/2004	Research on 11/11/04; Duration 0:10:42; By Parra, Rebecca E.	139.76
11/23/2004	Research on 11/18/04; Duration 0:00:20; By Pasquale, Kenneth	3.54
11/23/2004	Research on 11/15/04; Duration 0:00:00; By McEachern Mary E	12.00
Westlaw Total		8,716.66
Word Processing - Logit		
11/14/2004		60.00
Word Processing - Logit Total		60.00

BILL DISBURSEMENT SUMMARY	
Outside Messenger Service	\$ 121.05
Meals	165.18
Local Transportation	412.58
Long Distance Telephone	2762.15
Duplicating Costs-in House	341.80
Duplicating Costs-Outside	15.60
O/S Information Services	45.62
In House Messenger Service	79.34
Lexis/Nexis	360.53
Travel Expenses - Transportation	938.58
Westlaw	8716.66
Word Processing - Logit	60.00
TOTAL DISBURSEMENTS/CHARGES	\$ 14,019.09

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.



805 15th Street NW, Suite 500
 Washington, DC 20005
 202.371.9770 phone
 202.371.6601 fax

November 23, 2004

Stroock, Stroock & Lavan
 180 Maiden Lane
 New York, NY 10038
 Attn: Kenneth Pasquale

*For Services Rendered For
 WR Grace Creditor's Committee - October 2004*

Professional Fees:

MA	24.40 hrs. @ \$280	\$6,832.00
BM	4.50 hrs. @ \$280	1,260.00
JD	2.90 hrs. @ \$280	812.00
BB	5.80 hrs. @ \$275	1,595.00
JS	42.90 hrs. @ \$270	11,583.00
SM	19.60 hrs. @ \$150	<u>2,940.00</u>

Total Professional Fees.....\$25,022.00

Expenses:

Research	\$	80.40
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Total Expenses.....\$80.40

Total Amount Due for October Services and Expenses.....\$25,102.80

Outstanding Invoices:

August 20, 2004	\$40,427.50
September 23, 2004	27,142.00
October 20, 2004	<u>24,659.00</u>

Total Outstanding Invoices\$92,228.50

Total Amount Due For October Services, Expenses and Outstanding Invoices\$117,331.30



805 15th Street NW, Suite 500
Washington, DC 20005
202.371.9770 phone
202.371.6601 fax

**REMITTANCE
PAGE**

Please return this sheet with your payment.

Project Name: WR Grace Creditor's Committee

Project #: 113758

Invoice #: 146293

Invoice Date: November 16, 2004

Balance Due: \$117,387.84

Federal Tax ID #: 36 - 4094854

Please mail or Fedex
Payment to: Navigant Consulting, Inc.
4511 Paysphere Circle
Chicago, IL 60674

or
Wire your Payment to: LaSalle Bank
135 S. LaSalle
Chicago, IL 60674
ABA# 071000505
ACCT# 5800151127

Thank you for your business.

Timekeeper	Work Date	Narrative	Hours
ATLAS, MARK	10/1/2004	Memoranda to staff re: death rates of malignant claimants	2.10
ATLAS, MARK	10/1/2004	Did regression analyses of determinants of malignant and nonmalignant claims	1.10
ATLAS, MARK	10/4/2004	Telephone conference with staff re: regression analyses of nonmalignant asbestos disease incidence	0.80
ATLAS, MARK	10/4/2004	Conference with staff re: regression analyses of nonmalignant asbestos disease incidence	0.30
ATLAS, MARK	10/5/2004	Reviewed Stroock memoranda re: Grace proposed plan of reorganization	0.10
ATLAS, MARK	10/5/2004	Memoranda from and to staff re: incorporating mortality information into disease incidence model	0.20
ATLAS, MARK	10/5/2004	Created database of nonmalignant claims by filing year and age and asbestos exposure of claimant	0.60
ATLAS, MARK	10/5/2004	Reviewed Stroock memorandum re: proposed Grace COLI settlement	0.10
ATLAS, MARK	10/6/2004	Created table of population exposed to asbestos by diagnosis year and age	0.80
ATLAS, MARK	10/6/2004	Reviewed Stroock memorandum on proposed Grace settlement with Honeywell	0.10
ATLAS, MARK	10/7/2004	Reviewed and edited proforma	0.60
ATLAS, MARK	10/8/2004	Telephone conference with creditors committee re: Grace proposed plan of reorganization and disclosure statement	0.70
ATLAS, MARK	10/8/2004	Reviewed Judge Fullam's decision on substantive consolidation in OCF case	0.20
ATLAS, MARK	10/11/2004	Reviewed draft proposed plan of reorganization	1.10
ATLAS, MARK	10/12/2004	Memorandum to and telephone conference with K. Mundt re: analysis of asbestos-related cancer data	0.10
ATLAS, MARK	10/13/2004	Reviewed revised draft proposed plan of reorganization	1.40
ATLAS, MARK	10/13/2004	Conference with K. Mundt and staff re: analysis of asbestos-related cancer data	0.30
ATLAS, MARK	10/13/2004	Conference call with creditors committee re: Grace proposed plan of reorganization	0.30
ATLAS, MARK	10/14/2004	Reviewed draft proposed asbestos trust agreement and disclosure statement	1.20
ATLAS, MARK	10/18/2004	Conferences with staff re: evaluation of changes in asbestos disease incidence model and regression analyses of nonmalignant asbestos claims	0.70

Timekeeper	Work Date	Narrative	Hours
ATLAS, MARK	10/18/2004	Finalized proforma	0.30
ATLAS, MARK	10/18/2004	Telephone conference with staff re: regression analyses of nonmalignant asbestos claims	0.60
ATLAS, MARK	10/19/2004	Obtained and reviewed Federal Register notice re: 1994 OSHA asbestos exposure standard	0.40
ATLAS, MARK	10/19/2004	Memorandum to staff re: background information on project to estimate nonmalignant asbestos disease incidence	0.30
ATLAS, MARK	10/19/2004	Reviewed Stroock memorandum re: comments on draft proposed plan of reorganization	0.10
ATLAS, MARK	10/20/2004	Did regression analyses of determinants of nonmalignant asbestos claims	1.10
ATLAS, MARK	10/20/2004	Reviewed Grace settlement proposal to asbestos claimants	0.20
ATLAS, MARK	10/20/2004	Telephone conference with creditors committee re: proposed settlement between Grace and asbestos claimants	1.20
ATLAS, MARK	10/20/2004	Reviewed Stroock memorandum re: ZAI hearing	0.60
ATLAS, MARK	10/25/2004	Reviewed objection to time extension submitted by Elliott International	0.20
ATLAS, MARK	10/25/2004	Telephone conference with staff re: regression analyses of determinants of nonmalignant asbestos disease incidence	0.60
ATLAS, MARK	10/25/2004	Conferences with staff re: K. Mundt proposal for SEER cancer site research	0.10
ATLAS, MARK	10/25/2004	Reviewed K. Mundt proposal for SEER cancer site research	0.20
ATLAS, MARK	10/25/2004	Memoranda from and to S. Moffat re: asbestos disease incidence model	0.30
ATLAS, MARK	10/25/2004	Reviewed methods for extrapolating SEER data on mesothelioma to national population	0.30
ATLAS, MARK	10/25/2004	Did regression analyses of determinants of nonmalignant asbestos claims	1.20
ATLAS, MARK	10/25/2004	Reviewed Stroock memorandum re: status of negotiations	0.10
ATLAS, MARK	10/27/2004	Telephone conference with staff re: further research on epidemiology underlying nonmalignant claims	0.20
ATLAS, MARK	10/27/2004	Provided information to D. Cowan re: prevalence model for nonmalignant asbestos disease	0.20
ATLAS, MARK	10/27/2004	Conference with staff re: SEER data on mesothelioma	0.10

Timekeeper	Work Date	Narrative	Hours
		cases	
ATLAS, MARK	10/27/2004	Telephone conference with creditors committee re: court hearing and current status of negotiations	0.30
ATLAS, MARK	10/27/2004	Memorandum to L. Chambers re: court hearing and current status of negotiations	0.20
ATLAS, MARK	10/28/2004	Memoranda from and to S. Moffat re: data on nonmalignant asbestos claims	0.20
ATLAS, MARK	10/29/2004	Conference with staff re: K. Mundt revised proposal on epidemiology underlying asbestos-related cancers	0.20
ATLAS, MARK	10/29/2004	Resolved duplicate claimant records in Manville asbestos claims database	1.30
ATLAS, MARK	10/29/2004	Memoranda from and to H. Kohl re: regression analysis used in epidemiological studies	0.30
ATLAS, MARK	10/29/2004	Reviewed Stroock information re: criminal investigation of Grace	0.30
ATLAS, MARK	10/29/2004	Telephone conference with staff re: further research on epidemiology underlying nonmalignant claims	0.10
ATLAS, MARK	10/29/2004	Reviewed K. Mundt revised proposal re: epidemiology underlying asbestos-related cancers	0.40
BAKER, BRUCE	10/19/2004	Find and discuss expanded cohort documentation	1.50
BAKER, BRUCE	10/21/2004	Trace impaired pleurals documentation for model	1.00
BAKER, BRUCE	10/25/2004	Find notes and documentation related to impaired pleurals	0.70
BAKER, BRUCE	10/26/2004	Discuss exposure extensions for Construction, impaired pleural documentation	1.30
BAKER, BRUCE	10/28/2004	Finish draft documentation of impaired pleural	1.30
MARTIN, BO	10/4/2004	Participation in conference call with staff related to asbestos claims data negative binomial distribution and project data	0.50
MARTIN, BO	10/4/2004	Preparation for conference call related to asbestos claims data negative binomial distribution and project data	0.50
MARTIN, BO	10/18/2004	Preparation for conference call to discuss data availability of asbestos claims and other sources and model designs.	0.50
MARTIN, BO	10/18/2004	Participation in conference call with staff to discuss data availability from asbestos claims and other sources and model designs.	0.50
MARTIN, BO	10/22/2004	Review of data collected, tables prepared, and memorandum drafted by Sean Moffat on asbestos	0.50

Timekeeper	Work Date	Narrative	Hours
		claims data.	
MARTIN, BO	10/25/2004	Participation in conference call to discuss data availability from asbestos claims and other sources and model designs.	0.50
MARTIN, BO	10/25/2004	Participation in conference call with staff to discuss data availability from asbestos claims and other sources and model designs.	0.50
MARTIN, BO	10/27/2004	Review of data collected, tables prepared, and memorandum drafted by Sean Moffat on asbestos claims data.	0.50
MARTIN, BO	10/29/2004	Review of data collected, tables prepared, and memorandum drafted by Sean Moffat on asbestos claims data.	0.50
MOFFAT, SEAN	10/18/2004	Telephone conference call with staff re: asbestos claims data.	0.80
MOFFAT, SEAN	10/19/2004	Background reading on epidemiological studies related to asbestos claims.	3.00
MOFFAT, SEAN	10/20/2004	Created computer programs to process and produce tabulations of asbestos claims data.	3.50
MOFFAT, SEAN	10/21/2004	Requested information on our asbestos claims data sets as well as the original source data.	0.50
MOFFAT, SEAN	10/22/2004	Initial stages of creating a data inventory and examination of source claims database.	2.00
MOFFAT, SEAN	10/25/2004	Created workbook SeriesGraph, v3.xls	0.70
MOFFAT, SEAN	10/25/2004	Conference call with staff to discuss progress/findings from previous week and plan for current week.	0.60
MOFFAT, SEAN	10/26/2004	Worked on tables for asbestos claims data inventory memo.	1.50
MOFFAT, SEAN	10/26/2004	Worked on data inventory memo and analyzed asbestos claims dataset.	0.70
MOFFAT, SEAN	10/27/2004	Created asbestos claims data tables in Word memo, Data Inventory, from Proc SQL SAS results.	1.60
MOFFAT, SEAN	10/27/2004	Reviewed results from SAS program for accuracy and validity.	0.60
MOFFAT, SEAN	10/27/2004	SAS programming to create tables for Data Inventory memo.	1.40
MOFFAT, SEAN	10/28/2004	Made corrections to asbestos claims data memo after discussion with staff	1.00
MOFFAT, SEAN	10/28/2004	Worked on asbestos claims data inventory memo	0.50
MOFFAT, SEAN	10/29/2004	Made revisions to asbestos claims data memo after	0.60

Timekeeper	Work Date	Narrative	Hours
		discussion with staff.	
MOFFAT, SEAN	10/29/2004	Second round of revisions to asbestos claims data memo.	0.10
MOFFAT, SEAN	10/29/2004	Created new Excel file with chart and table, ClaimsDB, and draft asbestos claims data inventory memo.	0.50
SIRGO, JORGE	10/1/2004	Research clearance in disease incidence model.	1.10
SIRGO, JORGE	10/4/2004	Review supporting documents for disease incidence model.	2.90
SIRGO, JORGE	10/7/2004	Research asbestosis support in disease incidence model.	1.20
SIRGO, JORGE	10/8/2004	Research shipyard employment duration in 1940 support in disease incidence model.	2.90
SIRGO, JORGE	10/11/2004	Documentation of disease incidence model modifications.	2.10
SIRGO, JORGE	10/12/2004	Asbestosis regression validation used in disease incidence model.	1.90
SIRGO, JORGE	10/13/2004	Meeting with outside expert regarding SEER incidence rates to update disease incidence model.	0.50
SIRGO, JORGE	10/13/2004	Validate average employment of shipyard workers in 1940 for disease incidence model.	1.70
SIRGO, JORGE	10/14/2004	Preparation for meeting regarding disease incidence model review.	3.10
SIRGO, JORGE	10/15/2004	Find author of study used in disease incidence model to confirm data.	1.70
SIRGO, JORGE	10/15/2004	Meeting with staff to discuss latest disease incidence model review.	1.00
SIRGO, JORGE	10/18/2004	Research to obtain data from asbestosis study used in disease incidence model.	2.70
SIRGO, JORGE	10/19/2004	Discussion with staff regarding pleural method in disease incidence model.	3.10
SIRGO, JORGE	10/21/2004	Validation of labor force estimate in disease incidence model.	2.40
SIRGO, JORGE	10/22/2004	Correspondence with epidemiologist regarding cancer rate research.	0.50
SIRGO, JORGE	10/22/2004	Discussion with staff and evaluation of cross-industry labor force movements as it relates to the disease incidence model.	2.90
SIRGO, JORGE	10/25/2004	Review of cancer incidence proposal for disease incidence model.	0.70
SIRGO, JORGE	10/25/2004	Create SAS program to produce employment duration	1.90

Timekeeper	Work Date	Narrative	Hours
		file for disease incidence model.	
SIRGO, JORGE	10/25/2004	Meeting with team to discuss regression model status for use in disease incidence model.	0.80
SIRGO, JORGE	10/26/2004	Update code in disease incidence model to allow the recent OSHA exposure limits.	1.90
SIRGO, JORGE	10/27/2004	Review latest proposal for cancer incidence analysis in disease incidence model.	2.10
SIRGO, JORGE	10/28/2004	Obtain SEER incidence for mesothelioma nationwide.	2.10
SIRGO, JORGE	10/29/2004	Review proposal for cancer incidence analysis for disease incidence model.	0.70
SIRGO, JORGE	10/29/2004	Analysis of pleural fibrosis incidence in disease incidence model.	0.50
SIRGO, JORGE	10/29/2004	Perform lung fiber clearance upon end of employment in disease incidence model.	0.50

Timekeeper	Work Date	Narrative	Hours
SANTOS, JOAO DOS	10/15/2004	Development of conceptual framework for nonmalignant asbestos claims analytical model.	0.50
SANTOS, JOAO DOS	10/18/2004	Teleconference with staff to review preliminary nonmalignant asbestos disease model results and development of analytical framework.	0.90
SANTOS, JOAO DOS	10/25/2004	Data review and development of conceptual framework for nonmalignant asbestos claims analytical strategy.	1.50



805 15th Street NW, Suite 500
 Washington, DC 20005
 202.371.9770 phone
 202.371.6601 fax

January 5, 2005

Invoice Originally Dated: December 15, 2004

Mr. Pasquale
 Stroock, Stroock & Lavan
 180 Maiden Lane
 New York, NY 10038
 Attn: Kenneth Pasquale

For Services Rendered For
WR Grace Creditor's Committee - November 2004

Professional Fees:

MA	28.00 hrs. @ \$280	\$7,840.00
BM	6.30 hrs. @ \$280	1,764.00
JD	4.10 hrs. @ \$280	1,148.00
CN	1.20 hrs. @ \$280	336.00
BB	4.35 hrs. @ \$275	1,196.25
JS	14.30 hrs. @ \$270	3,861.00
AC	22.50 hrs. @ \$270	6,075.00
HK	8.40 hrs. @ \$194	1,629.60
SM	24.70 hrs. @ \$150	3,705.00
DW	1.10 hrs. @ \$120	132.00
SL	2.50 hrs. @ \$100	<u>250.00</u>

Total Professional Fees..... \$27,936.85

Expenses:

Photocopying	\$	3.15
Research		<u>32.34</u>

Total Expenses \$35.49

Total Amount Due for November Services and Expenses \$27,972.34

Outstanding Invoices:

October 20, 2004	24,659.00
November 23, 2004	<u>25,102.40</u>

Total Outstanding Invoices..... \$49,761.40

Total Amount Due For November Services, Expenses and Outstanding Invoices... \$ 77,733.74

Proforma

Project: WR GRACE CREDITOR'S COMMITTEE
Project No.: 113758
Client: Stroock & Stroock & Lavan

Date Range: Inception TO 11/30/04

Proforma No.: 285247
Proforma Date: 12/15/04
Currency: DO

Code	Description	Amount
INTCOPY	In-house copying	3.15
RESRCH	Research	32.34

Disbursements Total:

35.49

Page 18 of 11

Task Code: 1.1		Acct	Invoice	Trans.																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	</
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Task Code: 10												
Vendor Name	Code	Acct Period	Invoice Date	Trans. Date	Amount	Narrative	Task	Check	Status	Index	Voucher	Bill?
	INTCOPY	1204		11/30/2004	3.15	In-house copying	10		B	3067961	0	Y | H | W/O
TOTAL TASK: 10					3.15							

Disbursements Total:

35.49

BILLING AND PAYMENT HISTORY

Includes all outstanding invoices and invoices that have been paid during the past six months.

Invoice #	Invoice Date	Amount	Last Payment	Paid To Date	Writeoffs	Unpaid Balance
140744	06/24/04	78,360.05	09/24/04	78,360.05	0.00	0.00
141921	07/22/04	62,625.00	10/18/04	62,625.00	0.00	0.00

Timekeeper	Work Date	Narrative	Hours
ATLAS, MARK	11/1/2004	Conference call with A. Krieger re: past bills	0.20
ATLAS, MARK	11/1/2004	Did regression analyses of determinants of nonmalignant asbestos disease incidence	1.10
ATLAS, MARK	11/1/2004	Reviewed ENVIRON proposal for epidemiological research on asbestos-related other cancers	0.30
ATLAS, MARK	11/1/2004	Conference with staff re: ENVIRON proposal for epidemiological research on asbestos-related other cancers	0.20
ATLAS, MARK	11/1/2004	Conference with staff re: methodologies for estimating incidence of nonmalignant asbestos disease	0.20
ATLAS, MARK	11/1/2004	Conference call with staff re: methodologies for estimating incidence of nonmalignant asbestos disease	0.60
ATLAS, MARK	11/1/2004	Reviewed fee auditor's report	0.30
ATLAS, MARK	11/1/2004	Conference calls with staff re: documentation for bills	0.20
ATLAS, MARK	11/2/2004	Memoranda from and to S. Moffat re: data available for modeling of nonmalignant asbestos disease incidence	0.10
ATLAS, MARK	11/3/2004	Reviewed Grace's draft proposed plan of reorganization and disclosure documents	1.60
ATLAS, MARK	11/4/2004	Reviewed Stroock memorandum re: status of asbestos claims reform legislation	0.10
ATLAS, MARK	11/4/2004	Reviewed and edited proforma	0.30
ATLAS, MARK	11/4/2004	Conferences with staff re: creating dataset and methodology for estimating incidence of nonmalignant asbestos disease	0.30
ATLAS, MARK	11/4/2004	Reviewed assumptions for cumulative asbestos fiber inhalation by industry and year	0.30
ATLAS, MARK	11/5/2004	Reviewed Grace's draft proposed plan of reorganization and disclosure documents	5.80
ATLAS, MARK	11/8/2004	Analyzed and cleaned up fields in new Manville asbestos claims database	1.10
ATLAS, MARK	11/8/2004	Telephone conference with staff re: methodologies for predicting nonmalignant asbestos disease incidence	0.60
ATLAS, MARK	11/8/2004	Developed, ran, and evaluated programs to match database of asbestos claimants to new Manville asbestos claimants database	0.90
ATLAS, MARK	11/8/2004	Reviewed information from S. Moffat re: statistical distributions and tabulations for nonmalignant asbestos disease incidence	0.20

Timekeeper	Work Date	Narrative	Hours
ATLAS, MARK	11/9/2004	Conference with staff re: database of estimated population exposed to asbestos	0.10
ATLAS, MARK	11/9/2004	Telephone conference with staff re: database of estimated population exposed to asbestos by year and age	0.10
ATLAS, MARK	11/9/2004	Developed, ran, and evaluated programs to match database of asbestos claimants to new Manville asbestos claimants database	1.20
ATLAS, MARK	11/9/2004	Provided database of estimated population exposed to asbestos	0.20
ATLAS, MARK	11/9/2004	Telephone conference with creditors committee re: status of negotiations on proposed plan of reorganization	0.50
ATLAS, MARK	11/10/2004	Reviewed M. Chehi and K. Pasquale memoranda re: Grace's proposed asbestos claims bar order	0.20
ATLAS, MARK	11/10/2004	Reviewed Stroock memorandum re: Grace response to committee interest rate offer	0.10
ATLAS, MARK	11/10/2004	Reviewed revised Grace proposed plan of reorganization and disclosure statement	1.60
ATLAS, MARK	11/10/2004	Memorandum to staff re: database of estimated population exposed to asbestos	0.20
ATLAS, MARK	11/10/2004	Developed, ran, and evaluated programs to match database of asbestos claimants to new Manville asbestos claimants database	1.10
ATLAS, MARK	11/11/2004	Telephone conference with staff re: regression analyses of nonmalignant asbestos disease incidence	0.10
ATLAS, MARK	11/11/2004	Conference with staff re: regression analyses of nonmalignant asbestos disease incidence	0.20
ATLAS, MARK	11/11/2004	Developed, ran, and evaluated programs to match database of asbestos claimants to new Manville asbestos claimants database	1.20
ATLAS, MARK	11/12/2004	Reviewed Stroock memorandum re: motion on Grace dispute over town sewer claim	0.10
ATLAS, MARK	11/12/2004	Telephone conference with creditors committee re: Grace plan of reorganization and disclosure statement	0.90
ATLAS, MARK	11/15/2004	Reviewed Grace's filed plan of reorganization and disclosure statement	2.60
ATLAS, MARK	11/15/2004	Telephone conference with creditors committee re: Grace plan of reorganization and disclosure statement	0.40
ATLAS, MARK	11/15/2004	Conference call with staff re: methodologies for predicting future nonmalignant asbestos claims	0.80

Timekeeper	Work Date	Narrative	Hours
ATLAS, MARK	11/17/2004	Reviewed Capstone analysis of Grace's proposed plan of reorganization	0.20
ATLAS, MARK	11/19/2004	Telephone conferences with staff re: methods for predicting future nonmalignant claims	0.20
ATLAS, MARK	11/19/2004	Finalized proforma	0.50
ATLAS, MARK	11/22/2004	Memoranda from and to A. Krieger re: futures representative retention of Tillinghast	0.30
ATLAS, MARK	11/22/2004	Telephone conference with staff re: analyses of nonmalignant disease incidence	0.10
ATLAS, MARK	11/24/2004	Telephone conference with staff re: methods for predicting nonmalignant claims	0.10
ATLAS, MARK	11/24/2004	Reviewed revised proforma	0.30
ATLAS, MARK	11/29/2004	Conferences with staff re: time series methodologies for estimating future nonmalignant claims	0.20
ATLAS, MARK	11/29/2004	Telephone conference with staff re: time series methodologies for estimating future nonmalignant claims	0.10
BAKER, BRUCE	11/2/2004	Discuss use and measure of excess deaths	2.10
BAKER, BRUCE	11/16/2004	Discuss methodology for calculating incidence and prevalence for pleural plaque	2.25
CAVALLO, ALEXANDER	11/19/2004	Performed econometric literature review and read articles relating to projection of future asbestos claims.	5.00
CAVALLO, ALEXANDER	11/19/2004	Discussed estimation of nonmalignant asbestos claims with staff.	0.50
CAVALLO, ALEXANDER	11/19/2004	Discussed estimation of nonmalignant asbestos claims with staff.	0.50
CAVALLO, ALEXANDER	11/22/2004	Read articles relating to projection of future asbestos claims.	2.00
CAVALLO, ALEXANDER	11/24/2004	Reviewed econometric literature relating to non-malignant projections.	3.00
CAVALLO, ALEXANDER	11/24/2004	Discussed projections with of future asbestos claims with staff.	1.50
CAVALLO, ALEXANDER	11/26/2004	Communicated with staff re: projections of future asbestos claims.	1.00
CAVALLO, ALEXANDER	11/29/2004	Reviewed econometrics literature re: estimating future non-malignant claims.	5.00
CAVALLO, ALEXANDER	11/29/2004	Performed bibliographic research on econometrics literature re: estimating future non-malignant claims.	2.00
CAVALLO, ALEXANDER	11/30/2004	Discussed estimation of non-malignants with staff.	1.00

Timekeeper	Work Date	Narrative	Hours
CAVALLO, ALEXANDER	11/30/2004	Reviewed econometrics articles re: estimating future non-malignant claims.	1.00
KUHL, HENRIK	11/3/2004	Planning of methodology and specification of preliminary model for estimating future nonmalignant asbestos claims.	0.80
KUHL, HENRIK	11/4/2004	Preliminary modeling of sample dataset re: estimating future nonmalignant asbestos claims.	1.20
KUHL, HENRIK	11/10/2004	Analyzed and created descriptive statistics for exposed population dataset.	3.50
KUHL, HENRIK	11/12/2004	Descriptive statistics of exposed population database and created reports and exhibits for conference call.	2.90
KUHL, HENRIK	11/15/2004	Preliminary modeling of sample dataset re: estimating future nonmalignant asbestos claims.	-0.90
KUHL, HENRIK	11/15/2004	Data review and descriptive statistical analysis of non-malignant claims database.	0.90
KUHL, HENRIK	11/17/2004	Planning of methodology and specification of preliminary model re: estimating future nonmalignant asbestos claims.	0.80
KUHL, HENRIK	11/17/2004	Preliminary modeling of sample dataset re: estimating future nonmalignant asbestos claims.	-0.80
KUHL, HENRIK	11/18/2004	Preliminary modeling of sample dataset re: estimating future nonmalignant asbestos claims.	1.20
KUHL, HENRIK	11/18/2004	Preliminary modeling of sample dataset re: estimating future nonmalignant asbestos claims.	-1.20
LEE, SUZANNE	11/22/2004	Searched for econometric articles relevant to time series analyses of nonmalignant asbestos claims.	2.00
LEE, SUZANNE	11/24/2004	Searched for econometric articles relevant to time series analyses of nonmalignant asbestos claims	0.50
MARTIN, BO	11/1/2004	Participation in conference call concerning data availability and formulas to estimate future non-malignant claims.	0.70
MARTIN, BO	11/5/2004	Discussion of formula memorandum drafted by Sean Moffatt re: estimating future nonmalignant asbestos claims.	0.50
MARTIN, BO	11/8/2004	Initial review of more detailed cross-tabulations of data by age-, filing- and exposure- cohorts with staff re: estimating future nonmalignant asbestos claims.	1.00
MARTIN, BO	11/9/2004	Assessment of detailed cross-tabulations of data by age-, filing- and exposure- cohorts with staff and of second draft of formula memorandum drafted by Sean Moffat.	0.50

Timekeeper	Work Date	Narrative	Hours
MARTIN, BO	11/11/2004	Additional review of formula issues with staff re: estimating future nonmalignant asbestos claims.	0.50
MARTIN, BO	11/11/2004	Initial review of formula issues with staff re: estimating future nonmalignant asbestos claims.	0.50
MARTIN, BO	11/12/2004	Comparison of formulas for negative binomial and Poisson distributions with staff.	1.00
MARTIN, BO	11/15/2004	Conference call with staff re: negative binomial distribution as a general case of Poisson distribution for estimating future nonmalignant asbestos claims.	0.50
MARTIN, BO	11/19/2004	Investigated time-series modeling of negative binomial distribution re: estimating future nonmalignant asbestos claims.	0.50
MARTIN, BO	11/22/2004	Call with staff to discuss staffing of statisticians for modeling of nonmalignant asbestos claims.	0.10
MARTIN, BO	11/24/2004	Discussion with statistician on time-series modeling of negative binomial distribution of nonmalignant asbestos claims.	0.50
MOFFAT, SEAN	11/1/2004	Conference call with staff re: nonmalignant asbestos claims data and data inventory memo and modeling techniques.	0.60
MOFFAT, SEAN	11/2/2004	Searched for articles dealing with "prevalence" and "epidemiological" studies on JSTOR.	1.00
MOFFAT, SEAN	11/2/2004	Searched for articles dealing with "prevalence" and "epidemiological" studies on EconLit.	0.80
MOFFAT, SEAN	11/3/2004	Created new nonmalignant asbestos claims data analysis tables in SAS and put results into a Word document.	2.50
MOFFAT, SEAN	11/4/2004	Read articles related to cohort and prevalence analysis.	1.00
MOFFAT, SEAN	11/4/2004	Discussion with staff on tables needed for nonmalignant asbestos claims analysis.	0.20
MOFFAT, SEAN	11/4/2004	Began creating new tables for the analysis of nonmalignant asbestos claims.	2.20
MOFFAT, SEAN	11/4/2004	Updated table on nonmalignant asbestos claims	0.50
MOFFAT, SEAN	11/5/2004	Finished SAS program to create nonmalignant asbestos claims tables for analysis and formatted tables in Word.	3.50
MOFFAT, SEAN	11/8/2004	Worked on "Distribution to model nonmalignant claims" memo	2.00
MOFFAT, SEAN	11/8/2004	Conference call with staff re: nonmalignant asbestos claims	0.50
MOFFAT, SEAN	11/8/2004	Discussions with staff regarding "Distribution to model nonmalignant claims" memo	0.40

Timekeeper	Work Date	Narrative	Hours
MOFFAT, SEAN	11/9/2004	SAS programming to produce various tables for our analysis of nonmalignant asbestos claims.	3.50
MOFFAT, SEAN	11/9/2004	Discussions with staff regarding SAS code and production of tables on nonmalignant asbestos claims.	0.30
MOFFAT, SEAN	11/10/2004	SAS programming to create tables nonmalignant asbestos claims	1.00
MOFFAT, SEAN	11/10/2004	Made figures re: nonmalignant asbestos claims.	0.30
MOFFAT, SEAN	11/10/2004	Worked on Distributions memo on nonmalignant asbestos claims	1.10
MOFFAT, SEAN	11/10/2004	Reviewed information on actuarial mathematics re: nonmalignant asbestos claims	1.00
MOFFAT, SEAN	11/11/2004	Conversation with staff re: nonmalignant asbestos claims	0.50
MOFFAT, SEAN	11/11/2004	Worked on memo re: nonmalignant asbestos claims	0.50
MOFFAT, SEAN	11/12/2004	Meeting with staff about negative binomial distribution applied to nonmalignant asbestos claims.	0.30
MOFFAT, SEAN	11/22/2004	Wrote a SAS program to model claims by regression analysis using the Poisson distribution and offset.	0.50
MOFFAT, SEAN	11/24/2004	Discussion with staff regarding theoretical regression modeling of nonmalignant asbestos claims, specifically PROC GENMOD with an offset as used in SAS.	0.50
NELSON, CHRIS	11/15/2004	Conference call with NCI staff to discuss status of research on nonmalignant claims projections	0.50
SANTOS, JOAO DOS	11/4/2004	Reviewed non-malignant data files and produced descriptive statistics	1.30
SANTOS, JOAO DOS	11/15/2004	Performed descriptive statistics of non-malignant data base and preliminary statistical modeling.	1.30
SANTOS, JOAO DOS	11/30/2004	Descriptive analysis of non-malignant data and development of analytical framework for statistical modeling.	1.50
SIRGO, JORGE	11/1/2004	Discussion with epidemiologist regarding analysis to better determine asbestos-related cancer incidence.	0.80
SIRGO, JORGE	11/1/2004	Staff discussion of non-malignant regression analysis to project disease incidence.	0.70
SIRGO, JORGE	11/2/2004	Obtain alternative pleural incidence and prevalence formulas for disease incidence model.	1.10
SIRGO, JORGE	11/3/2004	Determine the method for pleural incidence in the disease incidence model.	1.10
SIRGO, JORGE	11/4/2004	Match smoothing of national cohorts in disease incidence model.	1.90

Timekeeper	Work Date	Narrative	Hours
SIRGO, JORGE	11/4/2004	Match smoothing of national cohorts in disease incidence model.	2.30
SIRGO, JORGE	11/5/2004	Update review of disease incidence model.	1.20
SIRGO, JORGE	11/8/2004	Review pleural formula alternatives in disease incidence model.	1.00
SIRGO, JORGE	11/10/2004	Update smoothing of national labor force in disease incidence model.	1.00
SIRGO, JORGE	11/15/2004	Discussion of nonmalignant regression for disease incidence model.	0.50
SIRGO, JORGE	11/15/2004	Research cancer rates information used in disease incidence model.	1.00
SIRGO, JORGE	11/16/2004	Determine updated SEER cancer rates for disease incidence model.	1.70
WAINWRIGHT, DONALD	11/1/2004	Provided copies of March/April 2004 billings for legal counsel by email. Research for expenses.	0.20
WAINWRIGHT, DONALD	11/2/2004	Research and photocopied expenses for Mar/Apr 2004 for client counsel per request. Faxed to Alexandra for files.	0.50
WAINWRIGHT, DONALD	11/24/2004	Prepared October narrative for filing with fee application for November 2004.	0.40

Timekeeper	Work Date	Narrative	Hours
NELSON, CHRIS	11/11/2004	Research casualty actuarial literature on probability distributions to apply to nonmalignant asbestos claims	0.20
NELSON, CHRIS	11/12/2004	Meeting with NCI staff to discuss casualty actuarial literature search on probability distributions to apply to nonmalignant asbestos claims.	0.50

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u> ¹;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline:
February 22, 2005 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP (“Stroock”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the Forty-Fifth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Reimbursement of Expenses for the services rendered during the period December 1, 2004 through December 31, 2004, seeking compensation in the amount of \$235,503.70, reimbursement for actual and necessary expenses in the amount of \$3,436.30, and reimbursement for Navigant for the month of December 2004 in the amount of \$62,687.97.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **February 22, 2005 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale,

399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755) and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins , Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000); and (vii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801

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(fax number 302-573-6497); and (viii) the Fee Auditor, to Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1275, Dallas, TX 75201, Attn: Stephen L. Bossay.

Dated: February 22, 2005
Wilmington, DE

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski
Michael R. Lastowski, Esq. (DE I.D. No. 3892)
DUANE MORRIS LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801
Telephone: (302) 657-4900
Facsimile: (302) 657-4901
E-mail: mlastowski@duanemorris.com

William S. Katchen, Esquire (Admitted in NJ Only)
DUANE MORRIS LLP
One Riverfront Plaza
Newark, New Jersey 07102
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Facsimile: (973) 424-2001
E-mail: wskatchen@duanemorris.com

and

Lewis Kruger, Esquire
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, New York 10038-4982
Telephone: (212) 806-5400
Facsimile: (212) 806-6006
E-mail: lkruger@Stroock.com

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u>;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline:
February 22, 2005 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

**FORTY-FIFTH MONTHLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	December 1, 2004 – December 31, 2004
Amount of Compensation sought as actual, reasonable and necessary:	\$235,503.70 (80% - \$188,402.96)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)

This is an: ☒ interim ☐ final application

The total time expended for the preparation of the Forty Fourth Monthly Fee Statement and the Fourteenth Quarterly Fee Application is approximately 12.3 hours and the corresponding compensation requested is approximately \$3,223.50.

Attachment A**Monthly Interim Fee Applications**

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13

October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40

October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23

WR GRACE & CO
ATTACHMENT B
DECEMBER 1, 2004 - DECEMBER 31, 2004

				No. of Years
	Hours	Rate	Amount	In Position
Partners				
Greenberg, Mayer	0.2	\$ 575	\$ 115.00	7
Kruger, Lewis	38.2	750	28,650.00	35
Pasquale, Kenneth	45.4	575	26,105.00	6
Speiser, Mark	55.4	695	38,503.00	18
Associates				
Berg, Madelaine	3.8	525	1,995.00	25
Eichler, Mark	1.9	480	912.00	7
Jazayeri, Peter F.	3.7	315	1,165.50	5
Krieger, Arlene	170.5	12	89,512.50	21
McEachern Mary E	65.6	395	25,912.00	6
Parra, Rebecca E.	8.0	260	2,080.00	2
Strauss, Joseph E.	9.9	445	4,405.50	8
Thomison, Jessamy K.	61.2	260	15,912.00	2
Paraprofessionals				
Caskadon, Alexandra	13.9	195	2,710.50	3
Defreitas, Vaughn	7.4	130	962.00	17
TOTAL	485.1		\$ 238,940.00	
LESS 50% TRAVEL	(6.1)		(3,436.30)	
TOTAL	479.0		\$ 235,503.70	

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
DECEMBER 1, 2004 - DECEMBER 31, 2004

MATTER CODE	PROJECT CATEGORY	HOURS	TOTAL FEES
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	26.1	\$ 13,955.50
0013	Business Operations	1.4	735.00
0014	Case Administration	13.6	4,256.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	0.7	367.50
0017	Committee, Creditors', Noteholders', or Equity Holders'	154.1	62,967.50
0018	Fee Application, Applicant	12.3	3,223.50
0019	Creditor Inquiries	2.1	1,272.50
0020	Fee Application, Others	3.5	781.50
0022	Environmental Matters/Regulations/Litigation	7.4	3,885.00
0031	Investigations	0.1	52.50
0034	Litigation and Litigation Consulting	0.5	287.50
0035	Travel - Non Working	12.1	6,872.50
0036	Plan and Disclosure Statement	236.9	131,646.50
0037	Hearings	10.0	6,440.00
0040	Employment Applications - Others	2.2	1,170.00
0047	Tax Issues	2.1	1,027.00
	SUB TOTAL	485.1	\$ 238,940.00
	LESS 50% TRAVEL	(6.1)	(3,436.30)
	TOTAL	479.0	\$ 235,503.70

STROOCK

INVOICE

DATE	January 26, 2005
INVOICE NO.	341249
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through December 31, 2004, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
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DATE	DESCRIPTION	NAME	HOURS
12/02/2004	Attend to Third Circuit's decision in Combustion Engineering (2.8); exchanged memoranda with M. Lastowski re: CE Decision (.2); office conference LK re: CE decision (.2).	Krieger, A.	3.2
12/02/2004	Attention to Third Circuit's decision in Combustion Engineering (1.8).	Pasquale, K.	1.8
12/03/2004	Review Combustion decision by 3rd Circuit (1.0).	Kruger, L.	1.0
12/06/2004	Attend to memorandum from R. Farrell re: continuing asbestos legislation initiatives (.3); memorandum to LK, KP re: same (.1).	Krieger, A.	0.4
12/06/2004	Review results of Becker/Specter meeting and insurer's letter (.6).	Kruger, L.	0.6
12/06/2004	Reviewed prior responses to estimation	Strauss, J.	1.3

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SSL-DOCS1 1538878v1

DATE	DESCRIPTION	NAME	HOURS
12/07/2004	motions. Attend to asbestos legislation articles, Navigant correspondence (.3); attend to Debtors notice of intent to object to asbestos pd claims (.2); attend to Debtors proposed orders in respect of estimation process and timetable provided for therein (.4).	Krieger, A.	0.9
12/07/2004	Review memos from Navigant regarding Spector/Becker meetings (.2).	Kruger, L.	0.2
12/09/2004	Confer A. Krieger re: asbestos issues and meeting with company (.3).	Pasquale, K.	0.3
12/10/2004	Drafting response to estimation/case management motion.	Strauss, J.	2.1
12/11/2004	Drafting response to estimation/case management motion.	Strauss, J.	4.2
12/12/2004	Completed draft of response to estimation/case management motions.	Strauss, J.	2.3
12/13/2004	Preparation for December 14 meeting with Debtors' counsel re: asbestos liabilities (1.3).	Pasquale, K.	1.3
12/14/2004	Preparation for and meeting with Company, counsel, advisors re: asbestos liabilities (3.5).	Pasquale, K.	3.5
12/17/2004	Revisions to draft response to Debtors' estimation and CMO motions (1.4).	Pasquale, K.	1.4
12/21/2004	Attend to petition for re-hearing and re-hearing en banc from the Third Circuit's Combustion Engineering decisions (.6).	Krieger, A.	0.6
12/22/2004	Review ACC objection to order proposal by Debtor regarding estimation of asbestos claims (1.0).	Kruger, L.	1.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	5.1	\$ 525	\$ 2,677.50
Kruger, Lewis	2.8	750	2,100.00
Pasquale, Kenneth	8.3	575	4,772.50
Strauss, Joseph E.	9.9	445	4,405.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 13,955.50	
TOTAL FOR THIS MATTER		\$ 13,955.50	

RE	Business Operations 699843 0013
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DATE	DESCRIPTION	NAME	HOURS
12/20/2004	Attend to review of Grace's third-quarter results of operations (.4).	Krieger, A.	0.4
12/21/2004	Attend to Capstone's report on the Company's third quarter and year to date operating results (.9); telephone call C. Troyer re: comments to Capstone report (.1).	Krieger, A.	1.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	1.4	\$ 525	\$ 735.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 735.00	

TOTAL FOR THIS MATTER	\$ 735.00
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RE	Case Administration 699843 0014
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DATE	DESCRIPTION	NAME	HOURS
12/01/2004	Attended to docketed pleadings and distribute same re: Transcript of Hearing held in November, C/N Objection regarding Docket No. 6859, Docket No. 6858, Certification of Counsel re: Docket 6829 (.4).	Defreitas, V.	0.4
12/01/2004	Exchanged memoranda with AC re: 12/3 plan issues conference call with Debtors counsel (.1).	Krieger, A.	0.1
12/02/2004	Researched docketed pleadings and distribute same re: C/N Objection Regarding Docket No. 6827, C/N Objection Regarding Docket No. 6828, Amended Notice of Hearing re: Debtors' Motion for Entry of a Case Management Order, Notice of Settlement of Claim with Cianbro Corporation, C/O Regarding Docket No. 6885, Certification of Counsel re Order on Town of Acton's Motion for Relief from the Automatic Stay, Monthly Operating Report for Filing Period October (.8).	Defreitas, V.	0.8
12/03/2004	Review docketed pleadings and distribute same re: Objection to Order Approving and Authorizing the Retention and Employment of Lexecon LLC, Motion for Leave to File Debtors' Reply to Response Filed By New England Construction Company to the Fifth Omnibus Objection to Claims (.3).	Defreitas, V.	0.3
12/03/2004	Review various documents for assignment of categories in preparation for addition to central database.	Defreitas, V.	1.8
12/03/2004	Attend to newly filed pleadings, certificates of no objection, other including objections to Equity Committee's motion to retain Lexecon (.8).	Krieger, A.	0.8
12/06/2004	Attended to docketed pleadings and distribute same re: Joinder Objection to Application approving and Authorizing the Retention and	Defreitas, V.	0.9

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DATE	DESCRIPTION	NAME	HOURS
	Employment of Lexecon LLC, C/N Objection filed by Elzufon Austin Reardon Tarlov & Mondell, P.A., Lukins & Annis, P.S., Richardson Patrick Westbrook & Brickman, LLC, Proposed Order RE: Debtors' Motion for Entry of a Case Management Order, Proposed Order re: Motion for Entry of an Order Seeking the Estimation of Asbestos Claims (.4); C/N objection docket No. 6850, Certificate of No Objection re: Debtors' Application for Entry of an Order, Certificate of No Objection re: Debtors' Motion for Entry of an Order Authorizing the Appointment of Raymond G. Thieme Jr, Notice of Intent to Object to Claims on the Basis of Materially Insufficient Supporting Information (.5).		
12/06/2004	Exchanged memoranda with Debtors' counsel re: 12/08/04 plan meeting (.2); attend to newly filed pleadings including Debtors proposed orders in connection with estimation and CMO motions (.4).	Krieger, A.	0.6
12/07/2004	Researched docketed pleadings and distribute same re: C/N Objection Regarding Docket No. 6795, C/N Objection by Holme Roberts & Owen LLP.	Defreitas, V.	0.2
12/07/2004	Attend to newly filed pleadings (.3).	Krieger, A.	0.3
12/07/2004	Review materials in preparation for meeting regarding POR and disclosure agreement (.9); review estimation and CMO proposed order (.3).	Kruger, L.	1.2
12/08/2004	Attended to docketed pleadings and distribute same re: C/N Objection Reed Smith LLP, C/N Objection re: Thirty-Sixth Casner & Edwards, C/N Objection re: Eighth Goodwin Procter, Letter Relating to Payments Filed by Polibrasil Resinas SA (.5).	Defreitas, V.	0.5
12/09/2004	O/c R. Serrette and V. Defreitas re: Trustee's comments re: time entry on bills.	Caskadon, A.	0.5
12/09/2004	Review docketed pleadings and distribute same re: C/N Objection docket No. 6914, Docket No. 6915, Docket No. 6916, Docket No. 6918,	Defreitas, V.	0.6

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DATE	DESCRIPTION	NAME	HOURS
	Docket No. 6919, Docket No. 6921(.6).		
12/10/2004	Researched docketed pleadings and distribute same re: Amended C/N Objection Docket No.6919, Certification of Counsel Regarding Thirteenth Quarter Project Category, Certification of Counsel Regarding Order Approving Quarterly Fees, C/N Objection Regarding Docket No. 6985, 6986 (.6); Motion for Leave Motion Of The Scotts Company For An Order (.1)	Defreitas, V.	0.7
12/10/2004	Attend to travel arrangements and coordination with Capstone, KP re: meeting at K&E (Chicago) office on 12/14/04 (.6).	Krieger, A.	0.6
12/13/2004	Attended to docketed pleadings and distribute re: Order Granting Debtors' Motion to Advance Certain Defense Costs, Order with Respect to Town of Acton's Motion For Relief From Stay, Notice of Agenda of Matters Scheduled for Hearing, C/N Objection of Pitney Hardin LLP (.5).	Defreitas, V.	0.5
12/13/2004	Attend to newly docketed orders, other pleadings (.2).	Krieger, A.	0.2
12/14/2004	Attended to docketed pleadings and distribute same re: C/N Objection The Blackstone Group LP, C/N Objection re: Latham & Watkins, C/N Objection of Wallace King Marraro & Branson (.3); Amended Notice of Agenda of Matters Scheduled for Hearing, Objection to Claim Notice of Claims Previously Satisfied, Letter Filed by Burrell Johnson (.4).	Defreitas, V.	0.7
12/15/2004	Set up conference call for 12/17/04 per A. Krieger.	Caskadon, A.	0.2
12/15/2004	Attend to numerous newly filed pleadings, including Rule 2019 statements (.3); exchanged memoranda with LK re: Committee conference call on 12/17/04 (.2); attend to orders issued including agreed order on Town of Acton's stay relief motion and the Debtors' motion to advance legal fees (.2); exchanged memoranda with AC re: 12/17/04 conference call with the Committee (.1); exchanged memoranda with	Krieger, A.	1.0

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DATE	DESCRIPTION	NAME	HOURS
	Pat McGrath and M. Berg re: 12/16/04 meeting to discuss environmental liabilities (.1); memorandum to C. Troyer, S. Cunningham re environmental liability meeting (.1).		
12/20/2004	Attend to newly filed pleadings, including Fresenius and BMC objections, retention application, other.	Krieger, A.	0.4
12/31/2004	Attend to numerous pleadings recently received by L. Kruger (.3).	Krieger, A.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	0.7	\$ 195	\$ 136.50
Defreitas, Vaughn	7.4	130	962.00
Krieger, Arlene	4.3	525	2,257.50
Kruger, Lewis	1.2	750	900.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 4,256.00
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TOTAL FOR THIS MATTER	\$ 4,256.00
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RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015
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DATE	DESCRIPTION	NAME	HOURS
12/19/2004	Attend to notice of settlement of Cianbro Corporation damage claim.	Krieger, A.	0.1
12/20/2004	Memorandum to S. Blatnick re: questions in respect of the proposed Cianbro Corp. settlement (.2); attend to Debtors' notice of satisfaction of post-petition claims (.1).	Krieger, A.	0.3
12/28/2004	Exchanged memoranda with S. Blatnick re: settlement with Cianbro Corporation.	Krieger, A.	0.2
12/31/2004	Memorandum to S. Blatnick re: Cianbro settlement (.1).	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.7	\$ 525	\$ 367.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 367.50
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TOTAL FOR THIS MATTER	\$ 367.50
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RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
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DATE	DESCRIPTION	NAME	HOURS
12/01/2004	Exchanged memoranda with J. Thomison re: Committee letter to accompany disclosure statement pleading (.2).	Krieger, A.	0.2
12/01/2004	Attend to memorandum to the Committee re: pending motions, including exclusivity extension (.4); attend to memorandum to the Committee re: plan comments memorandum (.3); memorandum to plan-working group re: same (.1); telephone call T. Maher re: plan comments memorandum (.1).	Krieger, A.	0.9
12/01/2004	Meeting with M. McEachern re: legal issues for Committee's Disclosure Statement objection (.5).	Krieger, A.	0.5
12/01/2004	Meeting with A. Krieger re: research issues (.6); meeting with J. Thomison re: same (.5).	McEachern, M.	1.1
12/02/2004	Research: Impath, Committee Limited Objection to Disclosure Statement, per A. Krieger.	Caskadon, A.	0.2
12/02/2004	Office conference LK, DW re: treatment of unsecured creditors (.1); follow up office conference DW re: Impath case (.1); attend to review of selected Impath pleadings (.8); office conference LK re: agreement provisions, interest issues and disclosure issues (1.2); memo to plan working group re: 12/3/04 conference call (.1); exchanged memoranda with MAS re: substance of conversation with R. Douglas (.3).	Krieger, A.	2.6
12/02/2004	Research re: Disclosure Statement objections.	McEachern, M.	1.8
12/02/2004	Selected research into section 1129, draft same. O/c A. Krieger re: same.	Thomison, J.	6.7
12/03/2004	Office conference J. Thomison re: case law research for preparation of disclosure statement objection (.4); attend to review of	Krieger, A.	1.7

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DATE	DESCRIPTION	NAME	HOURS
	documentation in preparation for objection (1.3).		
12/03/2004	Attend to memorandum to the Committee re: discussion with Debtors counsel and follow-up plan meeting scheduled (.2); memorandum from Committee member re: comments to plan issues memorandum (.1).	Krieger, A.	0.3
12/03/2004	Confer with A. Krieger, J. Thomison re: plan issues (.4); research re: same (.3).	McEachern, M.	0.7
12/06/2004	Research on adequate disclosure.	Thomison, J.	2.0
12/07/2004	Attend to memorandum to the Committee re: asbestos legislation article (.2).	Krieger, A.	0.2
12/07/2004	Telephone call with T. Maher regarding POR and interest issues (.2).	Kruger, L.	0.2
12/08/2004	Meeting with M. McEachern, J. Thomison re: research being reviewed for objections (.9).	Krieger, A.	0.9
12/08/2004	Memorandum to the Committee re: meeting with Debtors' counsel (.2); memoranda to the Committee re: comments to the solicitation procedures motion (.1).	Krieger, A.	0.3
12/08/2004	Meeting with A. Krieger, J. Thomison re: objection (.8); research re: same (.5).	McEachern, M.	1.3
12/09/2004	Attend to preparation of draft disclosure statement objection (5.4).	Krieger, A.	5.4
12/09/2004	Research re: Disclosure Statement objection (6.8); review brief point (.4).	McEachern, M.	7.2
12/09/2004	Research and drafting on disclosure statement standards. O/c's M. McEachern re: same.	Thomison, J.	7.5
12/10/2004	Memorandum to M. McEachern and J. Thomison re: case law for disclosure statement objection (.1); office conference M. McEachern re: same (.1); attend to preparation of objection (3.7).	Krieger, A.	3.9
12/10/2004	Exchanged memoranda with M. McEachern and office conference J. Thomison re: preparation of disclosure statement objection	Krieger, A.	0.3

DATE	DESCRIPTION	NAME	HOURS
	and legal arguments thereon (.3).		
12/10/2004	Research re: Disclosure Statement objections (4.9); draft and revise insert to objection (5.9).	McEachern, M.	10.8
12/10/2004	Research caselaw for Committee objections, drafting of brief point re: same. O/c's M. McEachern, A. Krieger re: same.	Thomison, J.	7.3
12/11/2004	Attend to draft objection to the Disclosure Statement (5.0).	Krieger, A.	5.0
12/12/2004	Attend to draft objection to the disclosure statement (4.6); exchange memoranda with M. McEachern re: case law points (.2).	Krieger, A.	4.8
12/12/2004	Email re: objection.	McEachern, M.	0.1
12/13/2004	Exchanged memoranda with LK re: objection deadlines (.2); attend to draft objection to Disclosure Statement (5.8); office conference M. McEachern and J. Thomison re: Disclosure Statement objection (.7); telephone call C. Troyer re: proposed textual changes to address certain Disclosure Statement comments (.5); telephone call R. Douglas re: bank debt holders position on plan (.1); memorandum to M. McEachern re: solicitation motion issues (.3).	Krieger, A.	7.6
12/13/2004	Draft and revise inserts to objection.	McEachern, M.	5.1
12/13/2004	Research and drafting for objection to disclosure statement (5.0); multiple conferences with M. McEachern and A. Krieger (2.1).	Thomison, J.	7.1
12/14/2004	Exchanged memoranda with M. McEachern re: objection (.3).	Krieger, A.	0.3
12/14/2004	Draft and revise objection.	McEachern, M.	6.8
12/15/2004	Attend to Committee's objection to Disclosure Statement (2.9); office conferences M. McEachern re: legal points for objection (.8); telephone call C. Troyer re: comments to the objections (.4); office conferences MAS re: status of discussions, J. Baer conversation, committee objections (.6).	Krieger, A.	4.7
12/15/2004	Telephone call G. Hellerman re: plan terms	Krieger, A.	1.6

DATE	DESCRIPTION	NAME	HOURS
	(.2); memoranda to the Committee re: revised plan and disclosure statement and conference call to discuss (.3); memoranda to the Committee re: revised plan documents (.6); exchanged memoranda with T. Maher re: Committee conference call (.2); memoranda from Committee members re: revised plan and 12/17/04 conference call (.3).		
12/15/2004	Revise objection (8.3); review cases (2.4).	McEachern, M.	10.7
12/15/2004	Research for objection to Disclosure Statement.	Thomison, J.	1.0
12/16/2004	Office conferences and memoranda M. McEachern re: legal issues for objection (.4); exchanged memoranda with MAS re: Disclosure Statement objection (.3).	Krieger, A.	0.7
12/16/2004	Memoranda to the Committee re: revised Disclosure Statement (.4); prepare memorandum to the Committee re: plan document changes (2.2); exchanged memoranda with C. Troyer re: memorandum for the Committee (.2); exchanged memoranda with Jill Akre re: treatment of letters of credit (.2); memorandum to G. Hellerman re: plan terms inquiry response (.2); memorandum to P. McGrath re: Committee conference call (.1).	Krieger, A.	3.3
12/16/2004	Confer with J. Thomison re: objection points (.7); confer with A. Krieger re: objection, meetings (.4); revise objection (6.5); research re: same (1.5).	McEachern, M.	9.1
12/16/2004	Research and writing for Disclosure Statement objection. O/c's M. McEachern re: same.	Thomison, J.	7.0
12/17/2004	Attend to C. Troyer comments to Committee memorandum re: revised plan documents (.1); attend to revised memorandum (.3); memorandum to the Committee re: key issues remaining and memorandum of points (.1); telephone call S. Cunningham re: outstanding issues, interest rate proposal (.1); telephone call L. Kruger re: bank debt holder's position (.1); conference call meeting of the Committee re: revised plan documents and Committee's position thereon (.8); conference call KP, MAS re: follow-up conversation on Committee call,	Krieger, A.	2.8

DATE	DESCRIPTION	NAME	HOURS
	open issues (.3); telephone call LK re: open points (.1); attend to draft Joinder of Committee with Debtors re: case management and estimation motions (.3); exchanged memoranda with KP re: comments to Joinder (.3); exchanged memoranda with KP, MAS re: memorandum from G. Hellerman (.3).		
12/17/2004	Telephone conference with Committee regarding revised plan documents, interest rate and Committee's view (.8); telephone conference with A. Krieger, M. Speiser regarding follow-up to Committee's call regarding open issues and strategy (.3).	Kruger, L.	1.1
12/17/2004	Confer with Jessamy Thomison re: objection.	McEachern, M.	0.3
12/17/2004	Conference call with Committee and advisors re: plan issues (.8); office conference A. Krieger, M. Speiser re: same (.3).	Pasquale, K.	1.1
12/17/2004	Review and revise sections for Committee for objection to Disclosure Statement.	Thomison, J.	3.5
12/20/2004	Attend to memorandum to the Committee re: proposed Joinder of the Committee with the Debtors in respect of the Estimation Motion and Case Management Motion (.3); memo to Committee member re: Third Circuit's decision re: Combustion Engineering case (.2); attend to preparation of Statement of the Committee's position with respect to the Disclosure Statement and proposed Solicitation Procedures (1.6); telephone conference KP, LK re: preparation of Committee statement (.2).	Krieger, A.	2.3
12/21/2004	Attend to finalizing the Committee's Joinder and the Committee's Statement for filing with the Court (.3); exchanged memoranda with M. Lastowski re: filing of replies (.2); memorandum to the Committee re: Statement of Committee's position to be filed with the Court (.2); prepare memorandum to the Committee re: 12/20/04 hearing before the Court (.5); memo to LK, KP re: proposed memorandum of the Committee (.1); revised memorandum to the Committee 12/20/04 hearings before Judge Fitzgerald (.2).	Krieger, A.	1.5

DATE	DESCRIPTION	NAME	HOURS
12/29/2004	Attend to memorandum to the Committee re: objections filed to plan-related documents (.8); memorandum to plan working group re: Committee memorandum (.1); finalize memorandum to the Committee re: plan-related matters (.2); attend to memorandum to the Committee re: settlement with Cianbro (.9); memorandum to LK, KP re: settlement memo (.1).	Krieger, A.	2.1
12/29/2004	Review email to Committee regarding objections to estimation and Disclosure document (.4).	Kruger, L.	0.4
12/30/2004	Exchanged memoranda with T. Maher re: memorandum re: Cianbro.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	0.2	\$ 195	\$ 39.00
Krieger, Arlene	54.0	525	28,350.00
Kruger, Lewis	1.7	750	1,275.00
McEachern Mary E	55.0	395	21,725.00
Pasquale, Kenneth	1.1	575	632.50
Thomison, Jessamy K.	42.1	260	10,946.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 62,967.50	
TOTAL FOR THIS MATTER		\$ 62,967.50	

RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
12/01/2004	Review of final form of SSL invoice (.8); office conference AC re: same (.1).	Krieger, A.	0.9
12/02/2004	Prepare to serve October fee application.	Caskadon, A.	1.4
12/02/2004	Office conference AC re: Navigant 's October billing (.1).	Krieger, A.	0.1
12/03/2004	Prepare and serve October fee application.	Caskadon, A.	1.8
12/06/2004	Review November bill (1.0); review and respond to Fee Auditor re: 13th Interim charts and report (.3).	Caskadon, A.	1.3
12/07/2004	Attend to Fee Auditors memorandum re: 13th interim compensation schedules (.1); office conference AC re: same (.1).	Krieger, A.	0.2
12/09/2004	Review November bill (1.1); email M. Atlas at Navigant re: obtaining expense back-up for October (.1).	Caskadon, A.	1.2
12/10/2004	Review and revise November bill.	Caskadon, A.	1.2
12/13/2004	Review November bill and disbursement register.	Caskadon, A.	0.6
12/14/2004	Attend to review of November fee detail.	Krieger, A.	1.3
12/30/2004	Review and prepare Grace November fee statement.	Caskadon, A.	1.4
12/31/2004	Review November disbursements for filing and o/c D. Azrilen re: same.	Caskadon, A.	0.9

SUMMARY OF HOURS	HOURS	RATE	TOTAL
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	9.8	\$ 195	\$ 1,911.00
Krieger, Arlene	2.5	525	1,312.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 3,223.50
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TOTAL FOR THIS MATTER	\$ 3,223.50
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RE	Creditor Inquiries 699843 0019
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DATE	DESCRIPTION	NAME	HOURS
12/06/2004	Telephone call creditor re: plan process (.3).	Krieger, A.	0.3
12/08/2004	Telephone call with bank debt holder regarding interest rate (.2).	Kruger, L.	0.2
12/16/2004	Telephone conference counsel re: plan status and issues (.4).	Pasquale, K.	0.4
12/17/2004	Telephone call with Creditor regarding their view of POR (.2).	Kruger, L.	0.2
12/21/2004	Telephone conference Creditor re: plan discussions (.3); telephone call Creditor re: plan (.2).	Krieger, A.	0.5
12/21/2004	Telephone conference Creditor (bank debt holder) re: plan issues (.3).	Pasquale, K.	0.3
12/22/2004	Telephone call with bank debt holder regarding court hearing (.2).	Kruger, L.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.8	\$ 525	\$ 420.00
Kruger, Lewis	0.6	750	450.00
Pasquale, Kenneth	0.7	575	402.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,272.50	
TOTAL FOR THIS MATTER		\$ 1,272.50	

RE	Fee Application, Others 699843 0020
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DATE	DESCRIPTION	NAME	HOURS
12/08/2004	Prepare notice, certification and serve Capstone October fee statement.	Caskadon, A.	1.2
12/15/2004	Various emails A. Krieger and M. Atlas re: obtaining back-up for Navigant Consulting October expenses.	Caskadon, A.	0.4
12/15/2004	Exchanged memoranda with AC re: Navigant Consulting's latest invoice (.1); exchanged memoranda with M. Atlas re: same (.2).	Krieger, A.	0.3
12/28/2004	Prepare and serve Capstone November fee statement.	Caskadon, A.	1.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	3.2	\$ 195	\$ 624.00
Krieger, Arlene	0.3	525	157.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 781.50	

TOTAL FOR THIS MATTER	\$ 781.50
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RE	Environmental Matters/Regulations/Litigation 699843 0022
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DATE	DESCRIPTION	NAME	HOURS
12/09/2004	Telephone call A. Krieger, re: environmental issues.	Berg, M.	0.3
12/16/2004	Preparation for meeting with Debtor, meeting with Debtor re: environmental liabilities.	Berg, M.	3.5
12/16/2004	Attend to review of Navigant schedule of environmental claims (.6); meeting with Pat McGrath, M. Berg re: environmental claims liabilities (.8); meeting at K&E to discuss environmental liabilities (1.7); and follow-up office conference P. McGrath, M. Berg (.4).	Krieger, A.	3.5
12/22/2004	Memorandum from J. Baer re: environmental inquiries.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Berg, Madelaine	3.8	\$ 525	\$ 1,995.00
Krieger, Arlene	3.6	525	1,890.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 3,885.00
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TOTAL FOR THIS MATTER	\$ 3,885.00
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RE	Expenses 699843 0024	
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 0.00
MATTER DISBURSEMENT SUMMARY		
Outside Messenger Service		\$ 109.72
Meals		158.11
Local Transportation		667.60
Long Distance Telephone		2282.21
Duplicating Costs-in House		372.40
In House Messenger Service		159.75
Lexis/Nexis		230.65
Facsimile Charges		20.00
Travel Expenses - Transportation		555.60
Westlaw		5658.88
Word Processing - Logit		228.00
TOTAL DISBURSEMENTS/CHARGES		\$ 10,442.92
TOTAL FOR THIS MATTER		\$ 10,442.92

RE	Investigations 699843 0031
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DATE	DESCRIPTION	NAME	HOURS
12/01/2004	Attend to memorandum from KP re: press release issued and status re: grand jury investigation (.1).	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.1	\$ 525	\$ 52.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 52.50
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TOTAL FOR THIS MATTER	\$ 52.50
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RE	Litigation and Litigation Consulting 699843 0034
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DATE	DESCRIPTION	NAME	HOURS
12/07/2004	Attention to CMO and estimation proposed orders filed 12/6 (.5).	Pasquale, K.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Pasquale, Kenneth	0.5	\$ 575	\$ 287.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 287.50
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TOTAL FOR THIS MATTER	\$ 287.50
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RE	Travel - Non Working 699843 0035
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DATE	DESCRIPTION	NAME	HOURS
12/14/2004	Travel back to New York from asbestos liabilities meeting in Chicago with Debtors' representatives.	Krieger, A.	1.7
12/14/2004	Travel attendant to meeting with company, others in Chicago (7.0).	Pasquale, K.	7.0
12/20/2004	Attendant travel to Pittsburgh for Court hearings (1.8).	Pasquale, K.	1.8
12/21/2004	Attendant travel from Pittsburgh Court hearings (1.6).	Pasquale, K.	1.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	1.7	\$ 525	\$ 892.50
Pasquale, Kenneth	10.4	575	5,980.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 6,872.50
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TOTAL FOR THIS MATTER	\$ 6,872.50
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RE	Plan and Disclosure Statement 699843 0036
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DATE	DESCRIPTION	NAME	HOURS
12/01/2004	Revise draft memorandum of plan and Disclosure Statement comments (.2); telephone call C. Troyer re: discussed draft memorandum and comments thereto (.4); further revisions to memorandum (.4); exchanged memoranda with LK re: memorandum (.2); attend to R. Parra case law memorandum re: claims (.3); memorandum to plan working group re: revised memorandum (.1); exchanged memoranda with T. Maher re: plan issues memorandum (.3); memorandum from MAS re: comments to plan issues memorandum and telephone call MAS re: same (.4); further memorandum from C. Troyer re: plan issues memorandum (.1); exchanged memorandum with R. Parra re: claims memoranda (.2); office conference LK re: memorandum and telephone call Tom Maher re: plan discussions (.2); exchanged memoranda with KP re: plan issues memorandum (.2); office conference LK, KP re: plan issues memorandum (.3); attend to further revisions to plan issues memorandum received and finalize same (.4); memorandum to Debtors' counsel re: plan issues memorandum and conference call to discuss (.3); attend to case law re: Creditors claims vote (.7).	Krieger, A.	4.7
12/01/2004	Office conference with A. Krieger regarding memo on open POR and Disclosure document issues (.3); telephone call with counsel regarding bank debt holder's telephone call with D. Siegel regarding contract rates (.2); telephone calls with T. Maher regarding call with bank debt holder and his counsel regarding his discussion with D. Siegel (.3); telephone call with bank debt holder and counsel, T. Maher and A. Krieger regarding interest rates and D. Siegel's view (.4); telephone call with D. Siegel regarding his	Kruger, L.	2.6

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DATE	DESCRIPTION	NAME	HOURS
	telephone calls with bank debt holder, regarding possible indictment issues, impact, ZAI and related matters (.4); telephone call with T. Maher regarding my call with D. Siegel and presentation to debtor of Committee's position (.4); work on POR issues (.3); office conference with K. Pasquale and M. Speiser regarding POR (.3).		
12/01/2004	Research on voting by Creditors, research on releases.	Parra, R.	2.6
12/01/2004	Attention to draft memo re: Plan and DS issues (1.1); office conferences L. Kruger, A. Krieger, M. Speiser re: same (.4).	Pasquale, K.	1.5
12/01/2004	Work on comments to Plan and Disclosure Statement, reviewed and revised memo re: same and office conference A. Krieger re: comments (2.2); work on plan issues re: Asbestos (.7).	Speiser, M.	2.9
12/01/2004	O/c A. Krieger. Research and drafting re: plan solicitation requirements. O/c M. McEachern re: same.	Thomison, J.	4.9
12/02/2004	Conference call LK with bank debt holder and then telephone conference D. Siegel re: Class 9 treatment discussions (.5).	Krieger, A.	0.5
12/02/2004	Attention to POR issues and issues raised by Combustion Engineering decision (1.1).	Kruger, L.	1.1
12/02/2004	Office conference with A. Krieger regarding treatment of unsecured creditors (.1); office conference with A. Krieger regarding provisions of agreements, interest issues and disclosure issues (1.2); office conference with A. Krieger and telephone call with bank debt holder; telephone call with D. Siegel regarding Class 9 treatment issues (.5); office conference with A. Krieger regarding CE decision (.2).	Kruger, L.	2.0
12/02/2004	Research on third party releases.	Parra, R.	3.4
12/02/2004	Work on issues raised by Combustion Engineering decision (2.4); received and reviewed memo and materials from A. Krieger re: plan issues and response re: same (1.0).	Speiser, M.	3.4

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DATE	DESCRIPTION	NAME	HOURS
12/03/2004	Preparation for extended conference call (.7); conference call with Debtors' representatives re: disclosure statement and plan issues (1.8); follow-up office conference MAS, KP and then with C. Troyer and S. Cunningham re: plan issues (.5); further office conference MAS re: plan issues (.4); attend to R. Parra memorandum re: third party releases (.1); memorandum to plan working group re: bank debt analysis (.2); memoranda to MAS re: research memoranda (.2); memorandum to J. Baer, B. Spiegel re: discussion re: solicitation motion and preparation of memorandum addressing comments (.1).	Krieger, A.	4.0
12/03/2004	Conference call with debtors representatives regarding disclosure document and POR (.8); office conference with A. Krieger regarding results of call with debtors professionals (.2).	Kruger, L.	1.0
12/03/2004	Conference call with Debtors, advisors re: plan issues (2.1); attention to same (.5).	Pasquale, K.	2.6
12/03/2004	Received and reviewed memos from A. Krieger re: Bank's position on post petition interest (.1); received and reviewed Capstone response to plan questions and work on related issues (.4); work on interest rate issues (.4); conference call with WR Grace and counsel, L. Kruger, A. Krieger, K. Pasquale and Capstone (1.8); conference with A. Krieger, K. Pasquale and Capstone (.2); conference with A. Krieger and K. Pasquale (.5).	Speiser, M.	3.4
12/03/2004	Research on solicitation and disclosure issues, O/c M. McEachern re: same. Research re: interest.	Thomison, J.	5.3
12/05/2004	Attend to case law re: section 1126(c) of the Code (1.4); attend to memorandum setting forth comments to Debtors' solicitation procedures motion (1.5).	Krieger, A.	2.9
12/06/2004	Attend to review of pleadings and preparation of memorandum re: solicitation procedures motion (5.3); exchanged memoranda with Jan Baer re: 12/08/04 plan meeting (.2); memoranda to plan working group re:	Krieger, A.	6.0

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DATE	DESCRIPTION	NAME	HOURS
	Wednesday's plan meeting (.2); exchanged memoranda with C.Troyer re: protection for treatment of Class 9 creditors (.1); attend to suggested tax changes to the Disclosure Statement from Capstone (.2).		
12/06/2004	Review of pleadings regarding solicitation procedures motion (1.4); attend to debtors proposed order regarding estimation and CMO (.2).	Kruger, L.	1.6
12/06/2004	Research re: plan/Disclosure Statement issues.	McEachern, M.	1.9
12/06/2004	Research on notice requirement of plan and disclosure statement to non-voting Creditors.	Parra, R.	2.0
12/06/2004	Revised memo re: plan issues (.2); work on plan issues (.6).	Speiser, M.	0.8
12/07/2004	Attend to preparation of memorandum re: comments to the solicitation related pleadings (1.8); memorandum to plan working group re: Capstone revisions to disclosure statement (.1); telephone call S. Cunningham re: interest issues, other (.3); attend to review of Capstone proposed changes and related (.8); memorandum to R. Douglas re: solicitation process for bank debt holders (.1); conference call Tom Maher, S. Cunningham re: plan issues (.4); exchanged memoranda with M. McEachern re: impairment question (.6); office conference MAS re: substance of call with T. Maher, Capstone (.2); attend to review of Debtors' proposed orders with respect to estimation of asbestos claim and timetable (.4); memorandum to J. Baer, B. Spiegel, L. Sinanyan re: solicitation motion comments (.2); telephone call R. Douglas re: solicitation process for bank debt holders (.5); extended conference call S. Cunningham, C. Troyer re: plan issues and related analyses (.7); memorandum to the plan working group re: Capstone analyses (.1); attended to review of impairment cases (.4).	Krieger, A.	6.6
12/07/2004	Research re: various plan issues (8.1); meeting with J. Thomison re: same (.5).	McEachern, M.	8.6
12/07/2004	Reviewed memos and documents in	Speiser, M.	3.4

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DATE	DESCRIPTION	NAME	HOURS
	preparation for meeting with Debtor re: plan and plan related issues and work on plan issues raised by Debtor and office conference A. Krieger re: same.		
12/08/2004	To Kirkland Ellis' offices for plan related meeting with Capstone, Bob Tarola and representatives of Blackstone Group and K&E (2.7); office conference MAS re: plan discussion (.2); office conference D. Wildes re: interest rate issues (.3); attend to review of case law re: federal judgment rate (2.6); exchanged memoranda with KP re: Chicago meeting to discuss asbestos liabilities (.3); exchanged memoranda with KP, LK re: meeting on asbestos liabilities (.2); memorandum to M. McEachern re: application of the federal judgment rate (.1).	Krieger, A.	6.4
12/08/2004	Conference at Kirkland & Ellis with M. Speiser, A. Krieger, J. Baer, P. Zilly, Tarola, et al. regarding POR, disclosure statement issues, interest rates and related matters (3.0); memos to and from K. Pasquale, M. Speiser and A. Krieger regarding plan issues (.6).	Kruger, L.	3.6
12/08/2004	Reviewed memos re: plan issues and attended meeting with L. Kruger, A. Krieger, Capstone, Grace, K&E and Blackstone re: plan (3.0); work on plan issues and memo to and from K. Pasquale, L. Kruger and A. Krieger re: plan issues (.8).	Speiser, M.	3.8
12/08/2004	Multiple o/c's M. McEachern re: research on interest issues and progress. O/c A. Krieger, M. McEachern re: same.	Thomison, J.	1.2
12/09/2004	Continue to review federal judgment interest cases and prepare memorandum to Debtors' counsel re: same (1.3); office conferences LK re: meeting on asbestos claims (.2); exchanged multiple memoranda with KP, M. Atlas, LK re: asbestos claims meeting (.9); telephone call M. Atlas re: same (.2); memorandum to plan working group re: substance of conversation with M. Atlas (.1); exchanged memoranda with J. Baer re: asbestos claims meeting (.4); telephone call KP re: claims meeting (.1);	Krieger, A.	5.1

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DATE	DESCRIPTION	NAME	HOURS
	conference call LK, D. Siegel, R. Tarola re: plan discussions (.1); exchanged memoranda with J. Baer re: meeting on environmental claims (.2); memorandum to and then office conference M. Berg re: environmental meeting (.2); exchanged memoranda with MAS re: environmental claims meeting (.1); memorandum to S. Cunningham, C. Troyer re: asbestos claims and environmental claims meetings (.1); telephone call S. Cunningham re: meetings and further discussions with the Blackstone Group (.2).		
12/09/2004	Office conference with A. Krieger regarding asbestos and environmental due diligence with Debtor (.3); emails regarding meeting on asbestos and environmental issues (.3); telephone call with D. Siegel and Mr. Tarola regarding bank debt holder's telephone call regarding interest rates (.2); review memo to B. Spiegel regarding interest rate issues (.2).	Kruger, L.	1.0
12/09/2004	Received and reviewed memos re: interest rate for unsecured claims under plan (.1); work on plan confirmation issues (.6).	Speiser, M.	0.7
12/10/2004	Exchanged memoranda with M. Atlas re: environmental claims meeting (.2); attend to asbestos pd claims materials received from Debtor's counsel (.2); memorandum to P. McGrath, S. Cunningham re: same (.3); office conference LK re: substance of conversation with Jan Baer, Elli Liebenstein (.1); memorandum to S. Cunningham re: Debtors' claims information meetings (.1); exchanged memoranda with J. Baer re: environmental claims meeting (.2); exchanged memoranda with P. McGrath, M. Berg re: environmental claims meeting (.2); exchanged memoranda with J. Strauss re: plan documents (.3).	Krieger, A.	1.6
12/13/2004	Telephone call M. Atlas re: 12/14/04 meeting with Debtors' counsel (.1); exchanged memoranda with Jan Baer re: 12/14/04 meeting (.1); memorandum to KP, Navigant, S. Cunningham re: 12/14/04 meeting information (.1); exchanged memoranda with LK re: substance of conversation with C. Troyer (.3).	Krieger, A.	0.7

DATE	DESCRIPTION	NAME	HOURS
12/13/2004	Memo from AGK re: plan issues.	Speiser, M.	0.1
12/14/2004	Travel to Chicago for meeting at offices of Kirkland & Ellis re: company position on asbestos liabilities during which reviewed related memorandum and other plan related materials (1.6); attend meeting at K&E with J. Baer, E. Liebenstein, R. Fink, Jay Hughes re: asbestos liabilities (2.1); follow up meeting with KP, Navigant representatives, Capstone (.4); memorandum to plan working group re: plan documents (.1).	Krieger, A.	4.2
12/15/2004	Telephone call J. Baer re: protocol to be filed suggesting continuation of the disclosure statement hearing and solicitation motion hearings, ZAI bar date motion (.3); telephone call R. Douglas re: bank debt holder's position (.2); memorandum to plan working group re: substance of conversation with J. Baer (.3); office conferences LK re: same (.3); attend to revised plan-related documents and exchanged memorandum with L. Sinanyan re: same (.3); exchanged memoranda with Ryan Bennett re: discussion over Committee's comment to solicitation procedures motion (.2); attend to Debtors' suggestion regarding plan process and memorandum to plan working group re: same (.4).	Krieger, A.	2.0
12/15/2004	Office conference with A. Krieger regarding POR, disclosure document and Debtor's new CMO protocol (.3); review of Debtor's protocol (.3).	Kruger, L.	0.6
12/15/2004	Received and reviewed plan, disclosure and related documents; office conference A. Krieger re: plan issues (2.5); work on confirmation issues re: unimpaired classes (1.3).	Speiser, M.	3.8
12/16/2004	Complete review of plan (.4); memorandum to L. Sinanyan re: Glossary of Terms, other related documents (.1); review revised disclosure statement and related documents (2.); conference with Sean Cunningham, C. Troyer re: plan issues (.4); exchanged memoranda and then office conference KP re: treatment of Class 9 (.2); exchanged messages	Krieger, A.	4.0

DATE	DESCRIPTION	NAME	HOURS
	with LK re: plan treatment for Class 9 (.2); telephone call LK re: same (.1); exchanged memoranda with R. Bennett re: solicitation procedures motion discussion and Debtors' response to comments (.3); exchanged memoranda with L. Sinanyan re: Disclosure Statement, text for liquidation analysis (.2); office conference J. Baer re: discussions re: Class 9 treatment (.1).		
12/16/2004	Review Debtors revised plan and disclosure document (2.4).	Kruger, L.	2.4
12/16/2004	Telephone call with bank debt holder's counsel regarding interest rate lock in time period and his telephone calls with Tarola and Siegel regarding interest rate (.3); telephone call with Tarola and Siegel regarding agreement with respect to interest rate for lenders, other creditors and lock in period (.3); telephone call with T. Maher regarding interest rate resolution (.2).	Kruger, L.	0.8
12/16/2004	Attention to revised plan-related documents provided by Debtors (3.3).	Pasquale, K.	3.3
12/16/2004	Reviewed revised Debtors' plan and Disclosure Statement and reviewed objection to disclosure statement and memos to and from A. Krieger re: issues.	Speiser, M.	3.4
12/17/2004	Attend to R. Bennett memorandum re: solicitation procedures (.1); telephone call W. Katchen re: retention of jurisdiction inquiry (.1); telephone call S. Cunningham re: Committee discussion re: interest rates (.1); attend to Debtors' motion to District Court to refer certain plan related matters to the bankruptcy court (.6); conference call with LK and D. Siegel re: Committees' position on plan (.2); office conference LK, KP re: Committee's position and 12/20/04 hearings and 12/21/04 objection deadline (.3); conference call LK, KP, Jan Baer re: Committee's position on plan, related issues (.2); memoranda to MAS re: substance of conversation with J. Bear, conference call with Debtors' counsel re: plan documents comments (.3); telephone call L. Sinanyan re: 12/20/04 conference call on plan documents comments (.2); exchanged	Krieger, A.	2.6

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DATE	DESCRIPTION	NAME	HOURS
	memoranda with R. Bennett re: 12/20/04 hearings; conference on solicitation procedures comments (.1); office conference M. Eichler re: plan treatment (.2); memorandum to C. Troyer re: same (.1); telephone call C. Troyer re: question raised by ME (.2); attend to memorandum from C. Troyer re: issue raised by ME (.1); exchanged memoranda with Pat McGrath re: negotiation of plan (.1).		
12/17/2004	Telephone call with A. Krieger regarding bank debt holder position (.1); review Debtors motion to refer to bankruptcy court some plan related issues (.5); telephone call with A. Krieger and D. Siegel regarding Committee's view on plan (.2); office conference with A. Krieger and K. Pasquale regarding Committee's position for 12/20 hearing and 12/21/04 objections (.3); telephone conference with A. Krieger, K. Pasquale and J. Baer regarding Committee's position on POR issues (.2); telephone call with M. Chehi regarding his view of POR, Sealed Air treatment and Committee's role (.4); review agenda for court hearing and prepare for court hearing (.6).	Kruger, L.	2.3
12/17/2004	Review revised plan (.6).	Kruger, L.	0.6
12/17/2004	Conference call with J. Baer re: plan issues (.3); attention to plan issues and revised plan documents (2.0).	Pasquale, K.	2.3
12/17/2004	Received and reviewed memos re: plan issues (4.); conference call with Committee re: plan (.8); conference call with LK, A. Krieger and K. Pasquale re: plan issues (.3); work on plan issues (.4); office conference L. Kruger and A. Krieger re: plan issues (.6).	Speiser, M.	2.5
12/19/2004	Attend to revised solicitation documents and outstanding comments thereon (1.6); attend to Capstone liquidation analysis (.2).	Krieger, A.	1.8
12/19/2004	Reviewed revised substantive materials (.6).	Kruger, L.	0.6
12/20/2004	Attend to liquidation analysis comments and draft proposed language thereon (.3); exchanged memoranda with C. Troyer re: Capstone analysis (.1); office conferences	Krieger, A.	5.4

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DATE	DESCRIPTION	NAME	HOURS
	MAS re: plan discussion and walk away provisions, outstanding Disclosure Statement comments and the comments to the solicitation procedures (2.4); attend to open points to Disclosure Statement and solicitation procedures (.8); extended conference call with L. Sinanyan, J. Friedland re: outstanding comments to the Disclosure Statement (.9); extended conference R. Bennett re: outstanding comments to the Solicitation Procedures (.9).		
12/20/2004	Telephone conference A. Krieger, M. Speiser, L. Kruger re: plan issues (.4).	Pasquale, K.	0.4
12/20/2004	Received and reviewed Committee Joinder re: Asbestos Estimation motion (.1); reviewed plan and Disclosure Statement and solicitation motion and comments re: same and conference with A. Krieger re: revised plan, disclosure statement, solicitation materials and telephone call A. Krieger re: comments to plan and disclosure statement (4.2); telephone call A. Krieger and Ryan Bennett (.9); received and reviewed motion for re-argument En Banc in Combustion Engineering (.5); reviewed statement on Disclosure Statement (.1); office conference A. Krieger re: comments to solicitation motion (.6); telephone call A. Krieger, L. Kruger and K. Pasquale re: plan issues (.3).	Speiser, M.	6.7
12/20/2004	Review recently filed objection.	Thomison, J.	0.3
12/21/2004	Office conference J. Thomison review of plan related pleading (.4); exchanged memoranda with V. Defreitas re: newly filed pleadings (.1); numerous newly filed pleadings including 2019 statements, claims transfers, others (.4).	Krieger, A.	9.0
12/21/2004	Telephone call Jan Baer re: plan-related matters (.2); attend to Capstone's revised liquidation analysis (.1); memorandum to plan working group re: substance of conversation with J. Baer (.1); telephone calls C. Troyer re: open plan points, 12/20/04 hearing results (.5).	Krieger, A.	0.9
12/21/2004	Review correspondence re: plan documents.	McEachern, M.	0.1
12/21/2004	Received and reviewed Capstone analysis (.3);	Speiser, M.	2.4

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DATE	DESCRIPTION	NAME	HOURS
	memos from A. Krieger re: plan (.1); work on joint plan proponent issues (.6); work on plan, voting and solicitation issues (1.4).		
12/21/2004	Review recently filed objections by Fresenius et al. O/c A. Krieger re: same.	Thomison, J.	2.8
12/22/2004	Review PG&E docket for Creditors support agreement; call and email w. M. Speiser.	Jazayeri, P.	2.1
12/22/2004	Attend to numerous objections filed to the Debtors' Disclosure Statement, CMO and Estimation motions and Solicitation Procedures Motion (6.3); exchanged memoranda with KP re: PI Committee pleadings (.3); office conference MAS re: termination provisions (.1); office conferences J. Thomison re: objections received (.2); office conference KP re: termination provision and PI, Sealed Air objections (.1); office conference LK, MAS re: termination, PI objection and conference call Jan Baer re: objections and responses thereto (.5); memorandum to C. Troyer re: objections from Sealed Air, Fresenius and PI Committee (.3); office conference KP re: substance of conversation with Jan Baer (.1); memorandum to the plan working group re: PI Committee objection to the Disclosure Statement and other objections (.3); exchanged memoranda with Plan working group re: 12/28/04 conference call to discuss objections (.2); memorandum to J. Baer re: 12/28 call (.1); memorandum to C. Troyer re: update on plan, Disclosure Statement revisions (.1); memorandum to J. Thomison re: objections received (.4).	Krieger, A.	9.0
12/22/2004	Office conference with A. Krieger regarding ACC objections to Disclosure document and voting procedure (.3); attended to ACC objection to Disclosure document (1.1); review of objections of ACC to order approving Solicitation and Confirmation procedures (.3).	Kruger, L.	1.7
12/22/2004	Review ACC requests for sealing of documents (.3); office conference with A. Krieger, K. Pasquale and M. Speiser regarding issues raised by ACC (.3); telephone call with J. Baer regarding ACC position, Debtor's position and strategy (.3).	Kruger, L.	0.9

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DATE	DESCRIPTION	NAME	HOURS
12/22/2004	Attention to various parties' objections to Disclosure Statement, estimation and related matter (4.5).	Pasquale, K.	4.5
12/22/2004	Memos from A. Krieger re: objections (.1); conference with A. Krieger and L. Kruger re: objections to plan and plan issues (.4); work on plan issues (.7); reviewed objection to plan (.6).	Speiser, M.	1.8
12/22/2004	Review recently filed objections	Thomison, J.	1.1
12/23/2004	Review PG&E bankruptcy for Committee support agreement.	Jazayeri, P.	1.6
12/23/2004	Continued attention to parties' objections to Disclosure Statement and related plan submissions (3.0); attention to ZAI bar date motion (1.3).	Pasquale, K.	4.3
12/23/2004	Work on co-proponent issues and office conference P. Jazayeri re: Committee support agreements (2.2); received and commenced review of objections to Disclosure Statement and related motions (1.3); conference calls with LK, AGK and KP re: plan issues (.6).	Speiser, M.	4.1
12/23/2004	Review recently filed objections.	Thomison, J.	1.5
12/25/2004	Attend to objection to the Disclosure Statement including those filed by certain Insurers, AIG, Everest Reinsurance, Town of Acton, Longacre Master Fund and to the estimation motion and CMO (1.5).	Krieger, A.	1.5
12/26/2004	Attend to objection to the Disclosure Statement, including those filed by Sealed Air Corp. and Fresenius Medical (2.2).	Krieger, A.	2.2
12/27/2004	Attend to objection to the Disclosure Statement and related pleadings including those filed by US Trustee, the USA, Libby claimants, Maryland Casualty Company, Futures Representative and PD Committee (2.8); attend to review of PGE plan support agreement among Committee, Debtors and related pleadings (.9); exchanged memoranda with J.Thomison re: review of docket and objections	Krieger, A.	3.8

DATE	DESCRIPTION	NAME	HOURS
	(.1).		
12/27/2004	Review POR, Disclosure document, estimation and objection to estimation and Disclosure document by US Trustee, Libby claimants, Maryland Casualty, Futures Rep and PD Committee in preparation for telephone conference with Debtor (2.4); review PGE plan regarding issues on co-proponent (.3).	Kruger, L.	2.7
12/27/2004	Reviewed objections filed to Disclosure plan and related motion and work on issues raised and on co-proponent issues.	Speiser, M.	3.8
12/28/2004	Attend to review of objections to the Disclosure Statement and other Plan related motions including PD Committees consolidated objection and the unredacted objection of the Committee to the Estimation motion (2.4); exchanged memoranda with the plan working group re: conference call with Debtors' counsel re: objections (.1); conference call with Debtors' counsel re: response to objections to the plan documents (.5); follow up conference with plan working group (.2).	Krieger, A.	3.2
12/28/2004	Attend to Disclosure Statement objections, POR related matters and unredacted objections of PD Committee to estimation (.6).	Kruger, L.	0.6
12/28/2004	Office conference with A. Krieger, K. Pasquale and M. Speiser and telephone conference with Baer, Bennett, et al. regarding Debtor response to various objections to Disclosure document, estimation procedure, strategy and timetable (.4); office conference with K. Pasquale, A. Krieger and M. Speiser regarding Debtor's response and analysis of legal issues (.4).	Kruger, L.	0.8
12/28/2004	Conference call with K& E re: plan and DS objections and responses (.5); attention to same (1.6).	Pasquale, K.	2.1
12/28/2004	Conference call with L. Kruger, A. Krieger, K. Pasquale and K&E re: plan issues (.3); office conferences L. Kruger, A. Krieger, K. Pasquale re: plan issues (.3); work on plan and Disclosure Statement issues and plan proponent issues (1.7).	Speiser, M.	2.3

DATE	DESCRIPTION	NAME	HOURS
12/29/2004	Exchanged memoranda with Debtors' counsel re: responses to plan-related objections (.2).	Krieger, A.	0.2
12/29/2004	E-mails with A. Krieger and K. Pasquale regarding settlement memos (.1); office conference with K. Pasquale and telephone call with Friedland regarding memo and timetable (.2); email regarding same from Friedland (.1).	Kruger, L.	0.4
12/29/2004	Received and reviewed memo from A. Krieger re: plan/Disclosure status (.1); work on issues raised in objections (.7); received and reviewed memo from counsel to Debtors (.1).	Speiser, M.	0.9
12/30/2004	Exchanged memoranda with LK re: J. Friedland memoranda and preparation of responses (.2); attend to review of J. Friedland outline (.3); memorandum to J. Thomison re: review of outline and objections and preparation of memorandum identifying points not addressed (.1); attend to memoranda from L. Sinanyan re: revised plan documentation (.1); memoranda to plan working group re: revised plan documents (.2); memoranda to C. Troyer, S. Cunningham re: revised plan documents (.1).	Krieger, A.	1.0
12/30/2004	Memo from A Krieger (.1); reviewed memo re: issues to be addressed at January hearing (.3); work on issues to be addressed at January hearing re: plan, disclosure statement and related matters (2.0).	Speiser, M.	2.4
12/30/2004	Review recently filed objections, summarize same (.8); review Debtors' summary of objections and compare to ours, draft suggested addendum re: same (1.2).	Thomison, J.	2.0
12/31/2004	Attend to review of revised amended joint plan and Disclosure Statement (2.4); exchanged memoranda with J. Thomison re: Debtors' outline of points to be addressed (.1).	Krieger, A.	2.5
12/31/2004	Reviewed revised plan and Disclosure Statement and related documents and work on issues regarding co-proponent status.	Speiser, M.	2.8

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Jazayeri, Peter F.	3.7	\$ 315	\$ 1,165.50
Krieger, Arlene	91.8	525	48,195.00
Kruger, Lewis	27.3	750	20,475.00
McEachern Mary E	10.6	395	4,187.00
Parra, Rebecca E.	8.0	260	2,080.00
Pasquale, Kenneth	21.0	575	12,075.00
Speiser, Mark	55.4	695	38,503.00
Thomison, Jessamy K.	19.1	260	4,966.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 131,646.50	
TOTAL FOR THIS MATTER		\$ 131,646.50	

RE	Hearings 699843 0037
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DATE	DESCRIPTION	NAME	HOURS
12/13/2004	Attend to 12/20/04 agenda notice (.2).	Krieger, A.	0.2
12/15/2004	Attend to amended agenda and matters being heard (.7); memorandum to KP re: 12/20/04 hearings (.2).	Krieger, A.	0.9
12/17/2004	Attend to agenda for 12/20/04 hearings (.1); review PI Committee's objection to Debtors' and Scotts Company's motion for stay of actions (.3); exchanged memoranda with M. Lastowski re: telephonic participation at court hearing (.3).	Krieger, A.	0.7
12/17/2004	Preparation for 12/20 court hearing (.5).	Pasquale, K.	0.5
12/20/2004	Office conference KP re: 12/20/04 hearing rulings (.3); exchanged memoranda with L. Sinanyan re: Court hearings (.2).	Krieger, A.	0.5
12/20/2004	En route to court from New York to Pittsburgh (1.8); in court before Judge Fitzgerald regarding Debtors proposed protocol, voting issue on plan, estimation and agenda (2.4); telephone conference with K. Pasquale, A. Krieger and M. Speiser regarding objection to Disclosure document, open issues regarding plan and strategy (.4).	Kruger, L.	4.6
12/20/2004	Omnibus court hearing (2.6).	Pasquale, K.	2.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	2.3	\$ 525	\$ 1,207.50
Kruger, Lewis	4.6	750	3,450.00
Pasquale, Kenneth	3.1	575	1,782.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 6,440.00	
TOTAL FOR THIS MATTER		\$ 6,440.00	

RE	Employment Applications - Others 699843 0040
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DATE	DESCRIPTION	NAME	HOURS
12/01/2004	Attend to proposed revised order re: appointment of mediator (.3).	Krieger, A.	0.3
12/02/2004	Attend to proposed revised order appointing mediator and memo to S. Blatnick re: same (.5); exchanged further memoranda with S. Blatnick re: same (.2).	Krieger, A.	0.7
12/03/2004	Exchanged memoranda with S. Blatnick re: mediator appointment order (.4).	Krieger, A.	0.4
12/03/2004	Attention to ACC's objection to Lexecon's retention by equity committee (.3).	Pasquale, K.	0.3
12/06/2004	Attend to review of modified mediator's appointment order and memo to S. Blatnick re: same (.5).	Krieger, A.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	1.9	\$ 525	\$ 997.50
Pasquale, Kenneth	0.3	575	172.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,170.00
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TOTAL FOR THIS MATTER	\$ 1,170.00
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RE	Tax Issues 699843 0047
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DATE	DESCRIPTION	NAME	HOURS
12/14/2004	Review e-mail re: NOLs.	Greenberg, M.	0.2
12/17/2004	Reviewing latest draft of plan and DS; discussion with A. Krieger re: comments; reviewing NOL analysis.	Eichler, M.	1.9

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Eichler, Mark	1.9	\$ 480	\$ 912.00
Greenberg, Mayer	0.2	575	115.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,027.00
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TOTAL FOR THIS MATTER	\$ 1,027.00
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 238,940.00
TOTAL DISBURSEMENTS/CHARGES	\$ 10,442.92
TOTAL BILL	\$ 249,382.92

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

WR GRACE & CO
DISBURSEMENT SUMMARY
DECEMBER 1, 2004 - DECEMBER 31, 2004

Outside Messenger Service	\$ 109.72
Meals	158.11
Local Transportation	667.60
Long Distance Telephone	2,282.21
Duplicating Costs-in House	372.40
In House Messenger Service	159.75
Lexis/Nexis	230.65
Facsimile Charges	20.00
Travel Expenses - Transportation	555.60
Westlaw	5,658.88
Word Processing - Logit	228.00
TOTAL	\$ 10,442.92

STROOCK

Disbursement Register

DATE	January 26, 2005
INVOICE NO.	341249
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED for the period through December 31, 2004, including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
12/08/2004	VENDOR: UPS; INVOICE#: 0000010X827504; DATE: 12/11/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Frank J. Perch, Esq. Office of the US Trustee (D, 844 N King Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270191030781	6.23
12/08/2004	VENDOR: UPS; INVOICE#: 0000010X827504; DATE: 12/11/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO David B. Siegal WR Grace & Co., 7500 Grace Drive, COLUMBIA, MD 21044 Tracking #:1Z10X8270193046805	6.23
12/08/2004	VENDOR: UPS; INVOICE#: 0000010X827504; DATE: 12/11/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270193494394	8.26
12/08/2004	VENDOR: UPS; INVOICE#: 0000010X827504; DATE: 12/11/04 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Virginia Akin Duane Morris LLP, 1100 North Market Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270194271971	6.23
12/10/2004	VENDOR: UPS; INVOICE#: 0000010X827504; DATE: 12/11/04 FROM Arlene Krieger 180 Maiden Lane, New York, NY TO Sean Cunningham/Chri Capstone Corporate Recovery, Park 80 West, Plaza One, SADDLE BROOK, NJ 07663 Tracking #:1Z10X8270199114444	6.23
12/10/2004	VENDOR: UPS; INVOICE#: 0000010X827504; DATE: 12/11/04 FROM Arlene Krieger 180 Maiden Lane, New York, NY TO Patrick J. McGrath Navigant Consulting, Inc., 175 West Jackson Boulevard, CHICAGO, IL 60604 Tracking #:1Z10X8270199575634	7.94
12/14/2004	NYC Two Ways Inc. Packages MCEACHERN 12/14/04 22:56 M STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI	34.68

DATE	DESCRIPTION	AMOUNT
	from 180 MAIDEN to 10 EAST EN	
12/20/2004	VENDOR: UPS; INVOICE#: 0000010X827514; DATE: 12/18/04 FROM Arlene Krieger , New York, NY TO Sean Cunningham/Chri Capstone Corporate Recovery, , SADDLE BROOK, NJ 07663 Tracking #:1Z10X8270199114444 ON 12/10/04	2.47
12/20/2004	VENDOR: UPS; INVOICE#: 0000010X827514; DATE: 12/18/04 FROM Arlene Krieger , New York, NY TO Patrick J. McGrath Navigant Consulting, Inc., , CHICAGO, IL 60604 Tracking #:1Z10X8270199575634 ON 12/10/04	4.50
12/28/2004	VENDOR: UPS; INVOICE#: 0000010X827015; DATE: 01/01/05 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Frank J. Perch, Esq. Office of the US Trustee (D, 844 N King Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270198504104	6.23
12/28/2004	VENDOR: UPS; INVOICE#: 0000010X827015; DATE: 01/01/05 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Warren H. Smith Warren H. Smith & Associate, Republic Center, DALLAS, TX 75201 Tracking #:1Z10X8270198751114	8.26
12/28/2004	VENDOR: UPS; INVOICE#: 0000010X827015; DATE: 01/01/05 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO David B. Siegal WR Grace & Co., 7500 Grace Drive, COLUMBIA, MD 21044 Tracking #:1Z10X8270198818721	6.23
12/28/2004	VENDOR: UPS; INVOICE#: 0000010X827015; DATE: 01/01/05 FROM Alexandra Caskadon 180 Maiden Lane, New York, NY TO Virginia Akin Duane Morris LLP, 1100 North Market Street, WILMINGTON, DE 19801 Tracking #:1Z10X8270199401697	6.23
Outside Messenger Service Total		109.72
Meals		
12/06/2004	VENDOR: Seamless Web; INVOICE#: 58142; DATE: 12/15/04 - Pound and Pence;	16.85
12/08/2004	VENDOR: Seamless Web; INVOICE#: 58142; DATE: 12/15/04 - Health Exchange;	12.76
12/09/2004	VENDOR: Seamless Web; INVOICE#: 57642; DATE: 12/08/04 - Ichiro (Formerly Ginji);	17.96
12/09/2004	VENDOR: Petty Cash; INVOICE#: 12/01/04; DATE: 12/9/2004 - 11/30/04 NY PETTY CASH A.COLONNA	10.00
12/14/2004	VENDOR: Seamless Web; INVOICE#: 58564; DATE: 12/22/04 - Europa Cafe (199 Water St.);	16.66
12/14/2004	VENDOR: Seamless Web; INVOICE#: 58564; DATE: 12/22/04 - Cove Bistro;	17.44
12/15/2004	VENDOR: Seamless Web; INVOICE#: 58564; DATE: 12/22/04 - Hale & Hearty Soups (Maiden Lane);	15.88
12/16/2004	VENDOR: Seamless Web; INVOICE#: 58564; DATE: 12/22/04 - Panini & Co.;	13.68
12/16/2004	VENDOR: Seamless Web; INVOICE#: 58564; DATE: 12/22/04 - Panini & Co.;	13.67
12/31/2004	VENDOR: Seamless Web; INVOICE#: 59062; DATE: 12/29/04 - Ichiro (Formerly Ginji); Ordered on 12/20/04;	23.21
Meals Total		158.11

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DATE	DESCRIPTION	AMOUNT
Local Transportation		
12/07/2004	NYC Two Ways Inc. MCEACHERN 12/07/04 19:39 M from 180 MAIDEN to 15 SHERIDA	20.30
12/08/2004	Elite Limousine SPEISER 12/08/04 07:42 from 525 E. 80 ST to 153 E. 53 ST	23.46
12/09/2004	NYC Two Ways Inc. SPEISER 11/29/04 19:43 M from 180 MAIDEN to 525 E 80 ST	30.09
12/09/2004	NYC Two Ways Inc. KRIEGER 11/30/04 20:29 M from 180 MAIDEN to 80 EAST EN	30.09
12/10/2004	NYC Two Ways Inc. KRIEGER 12/10/04 18:20 M from 180 MAIDEN to 80 EAST EN	37.74
12/10/2004	NYC Two Ways Inc. MCEACHERN 12/10/04 12:00 M from 180 MAIDEN to SHERIDAN SQ	20.30
12/13/2004	NYC Two Ways Inc. KRIEGER 12/13/04 20:28 M from 180 MAIDEN to EAST END AVE	30.09
12/13/2004	NYC Two Ways Inc. MCEACHERN 12/13/04 20:00 M from 180 MAIDEN to SHERIDAN SQ	25.40
12/13/2004	NYC Two Ways Inc. KRIEGER 12/13/04 08:52 M from 80 EAST EN to 180 MAIDEN	30.09
12/14/2004	NYC Two Ways Inc. KRIEGER 12/14/04 07:01 M from 10 EAST EN to LAG Airport	44.94
12/14/2004	NYC Two Ways Inc. MCEACHERN 12/14/04 20:33 M from 180 MAIDEN to 10 EAST EN	30.09
12/14/2004	Elite Limousine COLONNA 11/30/04 19:40 from 180 MAIDEN LN to 357 GIFFORDS LN	73.44
12/14/2004	Elite Limousine SPEISER 12/07/04 18:40 from 180 MAIDEN LN to 525 E. 80 ST	29.58
12/16/2004	VENDOR: Petty Cash; INVOICE#: 12/10/04; DATE: 12/16/2004 - 12/08/04 NY PETTY CASH L.KRUGER	39.00
12/16/2004	VENDOR: Petty Cash; INVOICE#: 12/13/04; DATE: 12/16/2004 - 12/09/04 NY PETTY CASH M.MCEACHERN	9.00
12/16/2004	NYC Two Ways Inc. MCEACHERN 12/16/04 23:59 M from 180 MAIDEN to 15 SHERIDA	20.30
12/21/2004	VENDOR: Petty Cash; INVOICE#: 12/17/04; DATE: 12/21/2004 - 12/15/04 NY PETTY CASH A.KRIEGER	19.00
12/21/2004	VENDOR: Petty Cash; INVOICE#: 12/17/04; DATE: 12/21/2004 - 12/16/04 NY PETTY CASH A.KRIEGER	16.00
12/21/2004	VENDOR: Petty Cash; INVOICE#: 12/17/04; DATE: 12/21/2004 - 12/16/04 NY PETTY CASH A.KRIEGER	19.00
12/21/2004	VENDOR: Petty Cash; INVOICE#: 12/17/04; DATE: 12/21/2004 - 12/17/04 NY PETTY CASH A.KRIEGER	16.50
12/21/2004	VENDOR: Petty Cash; INVOICE#: 12/17/04; DATE: 12/21/2004 - 12/15/04 NY PETTY CASH M.MCEACHERN	10.00
12/22/2004	NYC Two Ways Inc. KENNETH 12/22/04 21:00 M from 180 MAIDEN to NJ SUMMIT	93.19
Local Transportation Total		667.60

Long Distance Telephone

DATE	DESCRIPTION	AMOUNT
12/02/2004	EXTN.3544, TEL.201-587-7128, S.T.12:04, DUR.03:54	1.52
12/02/2004	EXTN.3544, TEL.201-587-7128, S.T.10:38, DUR.08:48	3.42
12/02/2004	EXTN.3544, TEL.312-861-2162, S.T.16:40, DUR.01:42	0.76
12/02/2004	EXTN.5431, TEL.410-531-4170, S.T.15:47, DUR.02:00	0.76
12/02/2004	EXTN.5544, TEL.201-587-7128, S.T.10:09, DUR.21:48	8.36
12/02/2004	EXTN.5544, TEL.201-587-7114, S.T.10:20, DUR.01:30	0.76
12/02/2004	EXTN.5544, TEL.201-352-0451, S.T.12:22, DUR.07:48	3.04
12/02/2004	EXTN.5544, TEL.201-587-7128, S.T.15:38, DUR.57:30	22.04
12/02/2004	EXTN.5544, TEL.201-587-7128, S.T.17:14, DUR.23:36	9.12
12/02/2004	EXTN.5739, TEL.312-861-2162, S.T.14:58, DUR.01:48	0.76
12/02/2004	EXTN.5739, TEL.201-587-7114, S.T.15:08, DUR.10:42	4.18
12/07/2004	EXTN.5544, TEL.201-587-7111, S.T.16:57, DUR.32:48	12.54
12/07/2004	EXTN.5431, TEL.410-531-4170, S.T.16:50, DUR.01:12	0.76
12/09/2004	EXTN.5431, TEL.312-861-2162, S.T.11:20, DUR.00:18	0.38
12/09/2004	EXTN.5431, TEL.410-531-4170, S.T.14:58, DUR.02:36	1.14
12/09/2004	EXTN.5431, TEL.312-861-2162, S.T.15:57, DUR.00:12	0.38
12/10/2004	EXTN.5431, TEL.312-861-2162, S.T.10:28, DUR.00:06	0.38
12/10/2004	EXTN.5885, TEL.973-467-8282, S.T.10:02, DUR.01:18	0.76
12/13/2004	EXTN.5544, TEL.312-861-2162, S.T.16:09, DUR.00:54	0.38
12/15/2004	EXTN.3544, TEL.201-587-7128, S.T.10:03, DUR.49:00	18.62
12/15/2004	EXTN.3544, TEL.201-981-1125, S.T.17:52, DUR.03:00	1.14
12/15/2004	EXTN.5544, TEL.312-861-2162, S.T.11:15, DUR.14:30	5.70
12/15/2004	EXTN.5544, TEL.201-587-7128, S.T.16:13, DUR.02:00	0.76
12/17/2004	EXTN.5431, TEL.410-531-4170, S.T.11:04, DUR.00:30	0.38
12/17/2004	EXTN.5431, TEL.302-354-1631, S.T.11:36, DUR.01:12	0.76
12/17/2004	EXTN.5431, TEL.312-861-2162, S.T.11:40, DUR.09:06	3.80
12/17/2004	EXTN.5544, TEL.201-587-7111, S.T.08:24, DUR.04:36	1.90
12/17/2004	EXTN.5544, TEL.201-587-7111, S.T.09:36, DUR.03:54	1.52
12/20/2004	EXTN.5544, TEL.201-587-7128, S.T.10:48, DUR.00:24	0.38
12/20/2004	EXTN.6406, TEL.213-680-8209, S.T.15:01, DUR.05:12	2.28
12/20/2004	EXTN.6406, TEL.213-680-8209, S.T.16:07, DUR.49:06	19.00
12/20/2004	EXTN.6406, TEL.312-861-2074, S.T.17:05, DUR.50:36	19.38
12/20/2004	EXTN.6406, TEL.412-281-7100, S.T.18:15, DUR.27:48	10.64
12/20/2004	EXTN.6406, TEL.412-281-7100, S.T.18:20, DUR.22:54	8.74
12/21/2004	EXTN.3544, TEL.201-587-7114, S.T.12:02, DUR.01:00	0.38
12/21/2004	EXTN.5544, TEL.312-861-2162, S.T.11:20, DUR.01:36	0.76
12/21/2004	EXTN.5544, TEL.201-556-4003, S.T.12:01, DUR.00:12	0.38
12/22/2004	EXTN.5431, TEL.310-556-5800, S.T.15:23, DUR.04:24	1.90
12/22/2004	EXTN.5431, TEL.312-861-2162, S.T.15:30, DUR.04:48	1.90
12/23/2004	EXTN.5431, TEL.302-573-6491, S.T.11:57, DUR.01:30	0.76
12/27/2004	VENDOR: Deraventures, Inc.; INVOICE#: 12032-02201-04; DATE: 12/5/2004 - Charges for Telecommunications Services	996.53
12/27/2004	VENDOR: Deraventures, Inc.; INVOICE#: 12032-02201-04; DATE: 12/5/2004 - Charges for Telecommunications Services	556.20
12/27/2004	VENDOR: Deraventures, Inc.; INVOICE#: 12032-02201-04; DATE: 12/5/2004 - Charges for Telecommunications Services	556.20
12/30/2004	EXTN.5430, TEL.312-861-2280, S.T.14:55, DUR.01:24	0.76
Long Distance Telephone Total		2,282.21

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DATE	DESCRIPTION	AMOUNT
Duplicating Costs-in House		
12/01/2004		0.10
12/02/2004		71.60
12/02/2004		0.20
12/03/2004		3.50
12/06/2004		2.90
12/06/2004		1.00
12/08/2004		6.90
12/08/2004		1.10
12/09/2004		0.20
12/10/2004		64.80
12/13/2004		24.40
12/13/2004		9.10
12/13/2004		1.00
12/16/2004		0.40
12/16/2004		-7.30
12/16/2004		-22.70
12/17/2004		1.10
12/20/2004		3.20
12/20/2004		2.20
12/21/2004		5.00
12/22/2004		67.60
12/22/2004		1.00
12/22/2004		15.80
12/23/2004		106.30
12/23/2004		0.10
12/28/2004		7.50
12/30/2004		1.20
12/31/2004		4.20
Duplicating Costs-in House Total		372.40
In House Messenger Service		
12/02/2004	Early Bird Messenger 11/14/04 Vehicle Rush from Firm to ARLENE KRIEGER, 10 EAST END AVE	28.57
12/02/2004	Early Bird Messenger 11/14/04 Vehicle Rush from Firm to LEWIS KRUGER, 157 W 86TH ST	28.57
12/13/2004	Early Bird Messenger Vehicle Rush from Pasquale, Kenneth to STROOCK & STROOCK & LAVAN, 767 3RD AVE	28.57
12/16/2004	Early Bird Messenger Vehicle Standard from Kruger, Lewis to RES-LEWIS KRUGER, 257 W 86TH ST	23.27
12/23/2004	Early Bird Messenger Bike Standard from Krieger, Arlene to RES-ARLENE KRIEGER, 10 EAST END AVE	13.75
12/27/2004	Early Bird Messenger Bike Standard from Firm to RES-MARK SPEISER, 525 E 80TH ST	13.75
12/30/2004	Early Bird Messenger Vehicle Standard from Krieger, Arlene to RES-ARLENE G. KRIEGER, 10 EAST END AVE	23.27
In House Messenger Service Total		159.75

Lexis/Nexis

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DATE	DESCRIPTION	AMOUNT
12/06/2004		104.85
12/07/2004	Research on 11/30/04	115.25
12/07/2004	Research on 12/02/04	10.55
	Lexis/Nexis Total	230.65
	Facsimile Charges	
12/06/2004	FAX # 727-449-1846	4.00
12/22/2004	FAX # 718-667-0100	8.00
12/23/2004	FAX # 718-667-0100	8.00
	Facsimile Charges Total	20.00
	Travel Expenses - Transportation	
12/20/2004	VENDOR: CHASE Business Credit Card; INVOICE#: 120204; DATE: 12/2/2004 - visa charge 12/20/04 L Kruger LGA to Pittsburgh re: In court before Judge Fitzgerald on WR Grace	432.10
12/20/2004	VENDOR: CHASE Business Credit Card; INVOICE#: 120204; DATE: 12/2/2004 - visa charge 11/15/04 L Kruger Penn NY to Wilmington re: In court before Judge Fitzgerald on WR Grace	123.50
	Travel Expenses - Transportation Total	555.60
	Westlaw	
12/06/2004	Duration 0:19:52; By Parra, Rebecca E.	143.64
12/07/2004	Duration 0:09:17; By Speiser, Mark	87.39
12/07/2004	Duration 0:44:47; By McEachern Mary E	788.14
12/07/2004	Research on 11/29/04; Duration 0:44:31; By Speiser, Mark	506.70
12/07/2004	Research on 11/29/04; Duration 0:03:38; By Pasquale, Kenneth	35.69
12/07/2004	Research on 12/02/04; Duration 0:02:41; By McEachern Mary E	63.11
12/07/2004	Research on 11/29/04; Duration 1:51:17; By Parra, Rebecca E.	724.41
12/07/2004	Research on 11/30/04; Duration 1:57:49; By Parra, Rebecca E.	867.98
12/07/2004	Research on 12/02/04; Duration 1:12:20; By Parra, Rebecca E.	564.08
12/07/2004	Research on 11/30/04; Duration 0:00:00; By Thomison, Jessamy K.	96.25
12/07/2004	Research on 12/01/04; Duration 0:00:00; By Thomison, Jessamy K.	199.00
12/07/2004	Research on 12/02/04; Duration 0:00:00; By Thomison, Jessamy K.	150.75
12/08/2004	Duration 0:00:00; By Thomison, Jessamy K.	116.00
12/09/2004	Duration 0:22:10; By McEachern Mary E	238.31
12/09/2004	Duration 0:00:00; By Thomison, Jessamy K.	119.50
12/10/2004	Duration 0:07:15; By Strauss, Joseph E.	90.12
12/10/2004	Duration 0:22:35; By McEachern Mary E	192.96
12/10/2004	Duration 0:00:00; By Thomison, Jessamy K.	167.00
12/12/2004	Duration 0:08:06; By Strauss, Joseph E.	90.58
12/13/2004	Duration 0:00:00; By Thomison, Jessamy K.	28.25
12/15/2004	Duration 0:00:00; By McEachern Mary E	5.50
12/15/2004	Duration 0:00:00; By Thomison, Jessamy K.	164.00
12/16/2004	Duration 0:09:34; By McEachern Mary E	59.77
12/16/2004	Duration 0:00:00; By Thomison, Jessamy K.	159.75
	Westlaw Total	5,658.88
	Word Processing - Logit	
12/07/2004		54.00

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DATE	DESCRIPTION	AMOUNT
12/12/2004		24.00
12/12/2004		30.00
12/12/2004		120.00
	Word Processing - Logit Total	228.00

BILL DISBURSEMENT SUMMARY		
Outside Messenger Service	\$ 109.72	
Meals	158.11	
Local Transportation	667.60	
Long Distance Telephone	2282.21	
Duplicating Costs-in House	372.40	
In House Messenger Service	159.75	
Lexis/Nexis	230.65	
Facsimile Charges	20.00	
Travel Expenses - Transportation	555.60	
Westlaw	5658.88	
Word Processing - Logit	228.00	
TOTAL DISBURSEMENTS/CHARGES		\$ 10,442.92

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.



805 15th Street NW, Suite 500
 Washington, DC 20005
 202.371.9770 phone
 202.371.6601 fax

January 24, 2005

Kenneth Pasquale
 Stroock, Stroock & Lavan
 180 Maiden Lane
 New York, NY 10038

*For Services Rendered For
 WR Grace Creditor's Committee - December 2004*

Professional Fees:

LC	12.90 hrs. @ \$510	\$6,579.00
PM	38.00 hrs. @ \$400	15,200.00
MA	30.60 hrs. @ \$280	8,568.00
BM	0.50 hrs. @ \$280	140.00
JD	4.80 hrs. @ \$280	1,344.00
BB	4.20 hrs. @ \$275	1,155.00
JS	3.60 hrs. @ \$270	972.00
AC	85.00 hrs. @ \$270	22,950.00
JR	4.00 hrs. @ \$210	840.00
KE	15.70 hrs. @ \$175	2,747.50
JB	4.60 hrs. @ \$100	460.00
EE	4.00 hrs. @ \$60	240.00
HS	4.00 hrs. @ \$60	240.00

Total Professional Fees \$61,435.50

Expenses:

Airfare	\$ 812.16
Ground Transportation / Auto Expense	175.00
Lodging	142.48
Meals	26.88
Publications / Subscriptions	70.95
Research	25.00

Total Expenses..... \$1,252.47

Total Amount Due for December Services and Expenses..... \$62,687.97

Outstanding Invoices:

October 20, 2004	\$24,659.00
November 23, 2004	25,102.40
December 15, 2004	<u>27,972.34</u>

Total Outstanding Invoices \$77,733.74

Total Amount Due For December Services, Expenses and Outstanding Invoices..... \$140,421.71

Navigant Consulting, Inc. Project No.: 113758

Invoice No.: 148818



805 15th Street NW, Suite 500
Washington, DC 20005
202.371.9770 phone
202.371.6601 fax

**REMITTANCE
PAGE**

Please return this sheet with your payment.

Project Name: WR Grace Creditor's Committee

Project #: 113758

Invoice #: 148818

Invoice Date: January 24, 2005

Balance Due: \$140,421.71

Federal Tax ID #: 36 - 4094854

Please mail or Fedex
Payment to:

Navigant Consulting, Inc.
4511 Paysphere Circle
Chicago, IL 60674

or

Wire your Payment to:

LaSalle Bank
135 S. LaSalle
Chicago, IL 60674
ABA# 071000505
ACCT# 5800151127

Thank you for your business.

Proforma

Project: WR GRACE CREDITOR'S COMMITTEE
 Project No.: 113758
 Client: Stroock & Stroock & Lavan

Date Range: Inception TO 12/31/04

Proforma No.: 289982
 Proforma Date: 01/24/05
 Currency: DO

219

Task Code: 10

Vendor Name	Code	Acct Period	Invoice Date	Trans. Date	Amount	Narrative	Task	Check	Status	Index	Voucher	Bill?
ATLAS, MARK	AIRFARE	1204	12/20/2004	12/13/2004	176.20	Round trip from Washington to Chicago	10	72260	B	3086089	1358613	Y | H | W/O
ATLAS, MARK	GRTTRANS	1204	12/20/2004	12/14/2004	30.00	Parking at airport	10	72260	B	3086093	1358613	Y | H | W/O
ATLAS, MARK	GRTTRANS	1204	12/20/2004	12/13/2004	23.00	Van fare from airport to hotel	10	72260	B	3086090	1358613	Y | H | W/O
ATLAS, MARK	GRTTRANS	1204	12/20/2004	12/14/2004	23.00	Van fare from hotel to airport	10	72260	B	3086091	1358613	Y | H | W/O
ATLAS, MARK	LODGING	1204	12/20/2004	12/14/2004	142.48	Lodging for 12/13/2004-12/14/2004	10	72260	B	3086094	1358613	Y | H | W/O
ATLAS, MARK	MEALS	1204	12/20/2004	12/13/2004	21.70	Dinner	10	72260	B	3086095	1358613	Y | H | W/O
ATLAS, MARK	MEALS	1204	12/20/2004	12/14/2004	5.18	Dinner	10	72260	B	3086096	1358613	Y | H | W/O
ATLAS, MARK	PUBL	1204	12/9/2004	12/1/2004	25.95	Copy of "An Air That Kills" book on Libby asbestos issues	10	71677	B	3072281	1356175	Y | H | W/O
CAVALLO, ALEXANDER	PUBL	1204	12/21/2004	12/18/2004	15.00	Purchased article for use in projecting nonmalignant claims: "Blundell et al, "individual effects and dynamics in count data models," Journal of Econometrics, v 1-9, n 1, May 2002, pp 113-131.	10	72666	B	3087859	1358809	Y | H | W/O
CAVALLO, ALEXANDER	PUBL	1204	12/21/2004	12/18/2004	15.00	Purchased article for use in projecting nonmalignant claims: "Wooldridge, "Distribution free estimation of some nonlinear panel data models," Journal of Econometrics, v 90, n 1, May 1999, pp 77-97.	10	72666	B	3087857	1358809	Y | H | W/O
CAVALLO, ALEXANDER	PUBL	1204	12/21/2004	12/18/2004	15.00	Purchased article for use in projecting nonmalignant claims: "Bockenholt, "Mixed INAR(1) Poisson regression models: analyzing heterogeneity and serial dependencies in longitudinal count data," Journal of Econometrics, v 89, n 1-2, Nov 1998, pp 317-338.	10	72666	B	3087858	1358809	Y | H | W/O
MCGRATH, PATRICK J	AIRFARE	0105	1/17/2005	12/16/2004	100.00	Change fee	10		B	3115856	1364572	Y | H | W/O
MCGRATH, PATRICK J	AIRFARE	0105	1/17/2005	12/10/2004	535.96	Travel to New York	10		B	3115855	1364572	Y | H | W/O
MCGRATH, PATRICK J	GRTTRANS	0105	1/17/2005	12/16/2004	28.00	Cab to NYC meeting	10		B	3115857	1364572	Y | H | W/O
MCGRATH, PATRICK J	GRTTRANS	0105	1/17/2005	12/16/2004	16.00	Miles/Tolls to/from airport	10		B	3115853	1364572	Y | H | W/O

Proforma

Project: WR GRACE CREDITOR'S COMMITTEE
 Project No.: 113758
 Client: Stroock & Stroock & Lavan

Date Range: Inception TO 12/31/04

Proforma No.: 289982
 Proforma Date: 01/24/05
 Currency: DO

Task Code: 10	Acct	Invoice	Trans.	Amount	Narrative	Task	Check	Status	Index	Voucher	Bill?
Vendor Name	Code	Period	Date	Date	Amount						
MCCRATH, PATRICK J	GRTRANS	0105	1/17/2005	12/16/2004	30.00	Cab to NYC airport	10	B	3115858	1364572	Y|H|W/O
MCCRATH, PATRICK J	GRTRANS	0105	1/17/2005	12/16/2004	25.00	Offare parking on 12/16/2004	10	B	3115859	1364572	Y|H|W/O
STERNER, HILLARY	RESRCH	1204	12/1/2004	12/1/2004	25.00	Purchased article in European Journal of Epidemiology per Alex Cavallo's request.	10	B	3078695	1357162	Y|H|W/O
SUBTOTAL TASK: 10					1,252.47						

Disbursements Total:

1,252.47

BILLING AND PAYMENT HISTORY

Includes all outstanding invoices and invoices that have been paid during the past six months.

Invoice #	Invoice Date	Amount	Last Payment	Paid To Date	Writeoffs	Unpaid Balance
83062	08/20/04	40,427.50	12/20/04	40,427.50	0.00	0.00
144281	09/23/04	27,142.00	11/29/04	27,142.00	0.00	0.00
145281	10/20/04	24,659.00		0.00	0.00	24,659.00
26293	11/23/04	25,102.40		0.00	0.00	25,102.40
147178	12/15/04	27,972.34		0.00	0.00	27,972.34

Total Unpaid Balance: 77,733.74
 Unapplied Cash: 0.00
 AR Reserve 0.00
 Net Accounts Receivable: 77,733.74

Timekeeper	Work Date	Narrative	Hours
ATLAS, MARK	12/1/2004	Memoranda from and to A. Cavallo re: predicting nonmalignant asbestos claims	0.10
ATLAS, MARK	12/8/2004	Reviewed issues re proposed plan of reorganization	0.10
ATLAS, MARK	12/8/2004	Prepared database of living population exposed to asbestos by year and other characteristics	0.40
ATLAS, MARK	12/9/2004	Telephone conference with staff re: Grace meeting on asbestos liabilities	0.10
ATLAS, MARK	12/9/2004	Staff discussion of upcoming meeting	0.20
ATLAS, MARK	12/9/2004	Prepared for meeting with Grace re: asbestos claims liabilities	1.20
ATLAS, MARK	12/9/2004	Telephone conference with client re: Grace meeting on asbestos liabilities	0.10
ATLAS, MARK	12/10/2004	Correspondence with client	0.20
ATLAS, MARK	12/10/2004	Reviewed Stroock information on Grace asbestos property damage claims	0.10
ATLAS, MARK	12/13/2004	Traveled to meeting of creditors and debtor	3.40
ATLAS, MARK	12/13/2004	Prepared for meeting of creditors and debtor on asbestos liability estimation issues	0.60
ATLAS, MARK	12/14/2004	Conference with attorneys for creditors and debtor re: debtor's estimation of personal and property injury claims	2.40
ATLAS, MARK	12/14/2004	Conferences with staff re: debtor's estimation of personal and property injury claims	0.50
ATLAS, MARK	12/14/2004	Traveled back from meeting of creditors and debtor	2.10
ATLAS, MARK	12/14/2004	Edited proforma	0.60
ATLAS, MARK	12/15/2004	Identified data dictionary and relevant data fields for analyses of nonmalignant asbestos claims	0.30
ATLAS, MARK	12/15/2004	Finalized proforma	0.80
ATLAS, MARK	12/15/2004	Staff correspondence	0.20
ATLAS, MARK	12/15/2004	Conference with staff re: methodologies for estimating future nonmalignant asbestos claims	0.80
ATLAS, MARK	12/15/2004	Telephone conferences with staff re: data on nonmalignant asbestos claims	0.20
ATLAS, MARK	12/16/2004	Reviewed Stroock memoranda and Grace documents	3.10
ATLAS, MARK	12/16/2004	Conference with staff re: status of research on estimating future nonmalignant claims	0.20
ATLAS, MARK	12/17/2004	Conference call with creditors committee re: Grace plan of reorganization	0.70

Timekeeper	Work Date	Narrative	Hours
ATLAS, MARK	12/17/2004	Conference call with staff re: meeting with Grace	0.40
ATLAS, MARK	12/17/2004	Telephone conference with staff	0.20
ATLAS, MARK	12/17/2004	Research on modeling	0.20
ATLAS, MARK	12/17/2004	Reviewed databases for analyses of nonmalignant asbestos claims	0.60
ATLAS, MARK	12/20/2004	Reviewed draft creditors committee filing re: asbestos claims estimation and case management motions	0.10
ATLAS, MARK	12/20/2004	Conferences with staff re: methodology for estimating future nonmalignant claims	0.20
ATLAS, MARK	12/20/2004	Prepared Manville and client asbestos claims databases and documentation for analysis	1.60
ATLAS, MARK	12/20/2004	Reviewed staff memorandum	0.10
ATLAS, MARK	12/20/2004	Reviewed analysis of methodology for estimating future nonmalignant claims	0.10
ATLAS, MARK	12/21/2004	Reviewed creditors committee filing with court re: Grace proposed plan of reorganization	0.10
ATLAS, MARK	12/21/2004	Conference with staff re: Manville and client asbestos claims databases	0.30
ATLAS, MARK	12/21/2004	Telephone conferences with staff re: Manville and client asbestos claims databases and documentation	0.10
ATLAS, MARK	12/21/2004	Prepared Manville and client asbestos claims databases and documentation for analysis	2.80
ATLAS, MARK	12/22/2004	Reviewed M. Peterson prior asbestos claims estimation reports on Grace	2.40
ATLAS, MARK	12/23/2004	Prepared memorandum	0.50
ATLAS, MARK	12/27/2004	Finalized memorandum	1.80
ATLAS, MARK	12/28/2004	Conferences with staff re: deduplicating Manville claims data	0.20
ATLAS, MARK	12/29/2004	Conferences with staff re: deduplicating Manville claims data	0.30
ATLAS, MARK	12/29/2004	Reviewed memorandum	0.10
ATLAS, MARK	12/30/2004	Reviewed memorandum	0.10
BAKER, BRUCE	12/2/2004	Prepare nonmalignant asbestos claims data for use in developing regression formula.	1.00
BAKER, BRUCE	12/7/2004	Prepare population file of exposed claimants for use in regression of nonmalignant asbestos claims.	2.00
BAKER, BRUCE	12/14/2004	Explore and discuss alternate methods for developing asbestosis and lung cancer projection methods utilizing	1.20

Timekeeper	Work Date	Narrative	Hours
		epidemiological data.	
BROWN, JENNIFER	12/2/2004	Obtaining articles	3.50
BROWN, JENNIFER	12/9/2004	Retrieving journal articles from the Library of Congress	1.10
CAVALLO, ALEXANDER	12/1/2004	Reviewed econometrics literature.	2.00
CAVALLO, ALEXANDER	12/2/2004	Reviewed econometrics literature.	2.00
CAVALLO, ALEXANDER	12/3/2004	Reviewed econometrics literature.	2.00
CAVALLO, ALEXANDER	12/6/2004	Preformed literature review relating to projection of non-malignants.	2.00
CAVALLO, ALEXANDER	12/9/2004	Analyzed exposed population and projections.	2.00
CAVALLO, ALEXANDER	12/14/2004	Analyzed asbestos exposed population.	2.70
CAVALLO, ALEXANDER	12/15/2004	Discussed estimation of nonmalignants with team.	0.70
CAVALLO, ALEXANDER	12/15/2004	Discussion of Grace data.	0.30
CAVALLO, ALEXANDER	12/15/2004	Reviewed estimates of Grace asbestos liability.	0.50
CAVALLO, ALEXANDER	12/17/2004	Discussed projections of asbestos non-malignants with Sirgo and Atlas.	0.40
CAVALLO, ALEXANDER	12/17/2004	Researched econometric methods for projecting non-malignant asbestos claims.	3.20
CAVALLO, ALEXANDER	12/17/2004	Researched Selikoff articles relating to non-malignant asbestos related illness.	2.30
CAVALLO, ALEXANDER	12/17/2004	Projected asbestos non-malignants.	5.10
CAVALLO, ALEXANDER	12/20/2004	Analyzed RW Grace asbestos exposed population.	4.30
CAVALLO, ALEXANDER	12/20/2004	Reviewed econometric literature relating to nonmalignant projections.	3.50
CAVALLO, ALEXANDER	12/21/2004	Analyzed RW Grace asbestos claims data.	5.20
CAVALLO, ALEXANDER	12/21/2004	Analyzed WR Grace asbestos exposed population.	2.40
CAVALLO, ALEXANDER	12/22/2004	Analyzed WR Grace asbestos claims.	2.30
CAVALLO, ALEXANDER	12/24/2004	Developed econometric model for nonmalignant projections.	1.80
CAVALLO, ALEXANDER	12/25/2004	Developed econometric model for nonmalignant projections.	6.30
CAVALLO, ALEXANDER	12/28/2004	Developed econometric model for nonmalignant projections.	12.40
CAVALLO, ALEXANDER	12/29/2004	Developed projections for nonmalignants.	2.20
CAVALLO, ALEXANDER	12/29/2004	Analyzed Grace claims data.	4.50
CAVALLO, ALEXANDER	12/29/2004	Developed econometric model for nonmalignant	5.30

Timekeeper	Work Date	Narrative	Hours
		projections.	
CAVALLO, ALEXANDER	12/29/2004	Analyzed Grace asbestos exposed population.	1.30
CAVALLO, ALEXANDER	12/30/2004	Developed projections for nonmalignants.	8.30
CHAMBERS, LETITIA	7/31/2004	Review proposed changes in ADR program.	0.20
CHAMBERS, LETITIA	8/21/2004	Read various memos from attorney.	0.10
CHAMBERS, LETITIA	10/10/2004	Review several memoranda from attorneys.	0.20
CHAMBERS, LETITIA	10/17/2004	Read brief and plan documents.	0.60
CHAMBERS, LETITIA	11/6/2004	Read memos and drafts of Plan documents sent by attorneys.	1.40
CHAMBERS, LETITIA	11/14/2004	Read memos on discussion with company and other memos re: Plan documents and read press on investigation.	0.30
CHAMBERS, LETITIA	11/17/2004	Conference call with staff re: update on work and case status.	0.20
CHAMBERS, LETITIA	11/20/2004	Review memoranda, proforma, glossary and Capstone analysis.	0.50
CHAMBERS, LETITIA	11/20/2004	Read and review trust agreement and plan of reorganization.	1.50
CHAMBERS, LETITIA	11/20/2004	Read Disclosure statement.	2.10
CHAMBERS, LETITIA	11/20/2004	Read Motion for Case Management Order and read Order approving procedures.	0.70
CHAMBERS, LETITIA	11/28/2004	Review and analyze trust agreement and trust distribution procedures.	2.10
CHAMBERS, LETITIA	12/4/2004	Review memo and documents	0.30
CHAMBERS, LETITIA	12/4/2004	Review memo and documents	0.30
CHAMBERS, LETITIA	12/4/2004	Review memo and documents	-0.30
CHAMBERS, LETITIA	12/8/2004	Update from staff on case.	0.10
CHAMBERS, LETITIA	12/8/2004	Update from staff on case.	-0.10
CHAMBERS, LETITIA	12/8/2004	Review memo re: procedures.	-0.20
CHAMBERS, LETITIA	12/8/2004	Review memo re: procedures.	0.20
CHAMBERS, LETITIA	12/8/2004	Update from staff on case.	0.10
CHAMBERS, LETITIA	12/8/2004	Review memo re: procedures.	0.20
CHAMBERS, LETITIA	12/18/2004	Review Disclosure Statement and plan related documents.	1.50
CHAMBERS, LETITIA	12/18/2004	Review draft comments from attorney to Debtor's counsel re: Plan.	0.20

Timekeeper	Work Date	Narrative	Hours
CHAMBERS, LETITIA	12/20/2004	Read memo and draft	0.10
CHAMBERS, LETITIA	12/21/2004	Read Com statement on Plan.	0.10
CHAMBERS, LETITIA	12/24/2004	Read memo on hearing.	0.10
CHAMBERS, LETITIA	12/31/2004	Review Navigant memos	0.40
ERTUG, KERIM CAN	12/21/2004	Review of the Manville data clean up codes.	1.30
ERTUG, KERIM CAN	12/21/2004	Meeting with staff to get an update on the project.	0.50
ERTUG, KERIM CAN	12/22/2004	Manville Data analysis & SAS programming.	2.00
ERTUG, KERIM CAN	12/22/2004	Meeting with staff to review the de-duplication process.	0.50
ERTUG, KERIM CAN	12/23/2004	Manville data analysis.	3.80
ERTUG, KERIM CAN	12/27/2004	Meeting with staff to discuss Manville data.	0.50
ERTUG, KERIM CAN	12/27/2004	Manville Data Analysis.	2.50
ERTUG, KERIM CAN	12/28/2004	Manville data checks and programming.	1.80
ERTUG, KERIM CAN	12/29/2004	Manville data checks (duplicate claims).	2.00
ERTUG, KERIM CAN	12/30/2004	Manville programming for multiple claims (select the latest non-rejected claim).	0.80
EUBANK, ELIZABETH	12/6/2004	Located and retrieved table of contents and 4 full text articles from "Journal of Epidemiology and Community Health"	3.00
EUBANK, ELIZABETH	12/21/2004	Pulling articles and books	1.00
MARTIN, BO	12/15/2004	Conference call with NCI statisticians to review model developments, data availability and project timelines.	0.50
MCGRATH, PATRICK J.	12/13/2004	Review Grace letter/materials	4.80
MCGRATH, PATRICK J.	12/13/2004	Research typical asbestos abatement unit costs	1.20
MCGRATH, PATRICK J.	12/13/2004	Review Prior Navigant work product in preparation for meeting	1.50
MCGRATH, PATRICK J.	12/14/2004	Identify possible follow up steps	1.50
MCGRATH, PATRICK J.	12/14/2004	Develop Questions and Issues for meeting	1.40
MCGRATH, PATRICK J.	12/14/2004	Attend meeting regarding Asbestos PD claims in Chicago	3.10
MCGRATH, PATRICK J.	12/15/2004	Gather and review historic Navigant Environ PD work product	3.20
MCGRATH, PATRICK J.	12/16/2004	Prep and attend Environmental PD meeting in NYC	6.60
MCGRATH, PATRICK J.	12/17/2004	Memo regarding Grace's Environmental PD claim	0.50
MCGRATH, PATRICK J.	12/17/2004	Memo regarding Grace's Asbestos PD claim	3.50

Timekeeper	Work Date	Narrative	Hours
MCGRATH, PATRICK J.	12/17/2004	Conference call with creditors	0.90
MCGRATH, PATRICK J.	12/22/2004	Memo regarding Grace's Asbestos PD claim	2.20
MCGRATH, PATRICK J.	12/23/2004	Memo regarding Grace's Asbestos PD claim	1.70
MCGRATH, PATRICK J.	12/28/2004	Memo regarding Grace's Asbestos PD claim	2.40
MCGRATH, PATRICK J.	12/9/2004	Review Asbestos PD & Environmental PD claim information	1.00
MCGRATH, PATRICK J.	12/10/2004	Review Asbestos PD & Environmental PD claim information	2.50
RUSH, JONATHAN	12/13/2004	Summarized current data in preparation for 12/14 meeting.	2.00
RUSH, JONATHAN	12/14/2004	Researched examples of asbestos abatement costs in preparation for 12/14 meeting.	2.00
SANTOS, JOAO DOS	12/15/2004	Review of non-malignant datasets and development of data request for statistical analysis.	1.70
SANTOS, JOAO DOS	12/20/2004	Review and QC of variables in non-malignant databases. Literature review of relevant statistical modeling techniques.	1.90
SANTOS, JOAO DOS	12/27/2004	Preparation and analysis of non-malignant claims data.	1.20
SIRGO, JORGE	12/20/2004	Investigation of nonmalignant regression analyses in disease incidence model.	1.80
SIRGO, JORGE	12/22/2004	Examine duplicate entry in claims records.	1.80
STEINER, HILLARY	12/1/2004	Locate requested articles for A. Cavallo.	4.00
			211.90